



Notice

Asian Paints Limited

CIN: L24220MH1945PLC004598

Registered Office: 6A, Shantinagar, Santacruz (East), Mumbai – 400 055

Email: investor.relations@asianpaints.com; **Website:** www.asianpaints.com

Phone No.: (022) 6218 1000

NOTICE is hereby given that the **SEVENTY-EIGHTH ANNUAL GENERAL MEETING** of Asian Paints Limited will be held on **Tuesday, 25th June 2024 at 11.00 a.m. IST** through video conference or other audio visual means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 6A, Shantinagar, Santacruz (East), Mumbai – 400 055.

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
 - (A) audited standalone financial statements of the Company for the financial year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon; and
 - (B) audited consolidated financial statements of the Company for the financial year ended 31st March 2024 together with the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31st March 2024 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.”

2. To declare the final dividend on equity shares for the financial year ended 31st March 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT approval be and is hereby accorded for declaration and payment of final dividend of ₹ 28.15 (Rupees twenty-eight and paise fifteen only) per equity share of the face value of ₹ 1 each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended 31st March 2024.”

3. To appoint a Director in place of Mr. Jigish Choksi (DIN: 08093304), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) read with Article 107 of the Articles of Association of the Company, Mr. Jigish Choksi (DIN: 08093304), who retires by rotation at this ensuing Annual General Meeting of the Company, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation, on such remuneration as may be recommended by the Board of Directors from time to time which shall be within the maximum limits as approved by the shareholders of the Company.”

SPECIAL BUSINESS:

4. To appoint Ms. Nehal Vakil (DIN: 00165627) as a Non-Executive Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Nehal Vakil (DIN: 00165627) who was appointed by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, as a

Non-Executive Director of the Company with effect from 1st March 2022 in casual vacancy caused by the sad demise of Late Mr. Abhay Vakil, and who holds office up to this Annual General Meeting and in accordance with Sections 152, 161, and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, be and is hereby appointed as a Non-Executive Director of the Company with effect from 25th June 2024, liable to retire by rotation, on such remuneration as may be recommended by the Board of Directors from time to time which shall be within the maximum limits as approved by the shareholders of the Company.

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

5. To ratify the remuneration payable to Joshi Apte & Associates, Cost Accountants (Firm Registration No.: 000240), Cost Auditors of the Company for the financial year ending 31st March 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Joshi Apte & Associates, Cost Accountants (Firm Registration No.: 000240), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending 31st March 2025, amounting to ₹ 9,00,000 (Rupees nine lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified.

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

By Order of the Board of Directors
of **Asian Paints Limited**

R J Jeyamurugan
CFO & Company Secretary

Mumbai, 9th May 2024

Registered Office:

6A, Shantinagar, Santacruz (East), Mumbai – 400 055

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the 78th Annual General Meeting ("AGM"), as set out under Item Nos. 4 and 5 above and the relevant details of the Directors as mentioned under Item Nos. 3 and 4 above as required by Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") upto 30th September 2024, without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
3. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. Further, attendance slip including route map is not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Company, in compliance with the Listing Regulations will be webcasting the proceedings of the AGM on NSDL's website. Members can view the proceedings by logging on the e-Voting website of NSDL at www.evoting.nsdl.com using their secure login credentials. The link will be available in shareholder login where EVEN (128616) of the Company will be displayed.
6. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the

Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by email to investor.relations@asianpaints.com.

Institutional Shareholders/Corporate Members (i.e., other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login or send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at asianpaints.scrutinizer@asianpaints.com with a copy marked to evoting@nsdl.com.

Process for dispatch of the Integrated Annual Report and registration of email address for obtaining a copy of the same

7. In compliance with the Circulars, Notice of the AGM along with the Integrated Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depository Participants ("DPs").

In case any Member is desirous of obtaining physical copy of the Integrated Annual Report for the financial year 2023-24 and Notice of the 78th AGM of the Company, he/she/they may send a request to the Company by writing at investor.relations@asianpaints.com or Link Intime India Private Limited ("LIPL"), Company's Registrar and Share Transfer Agent ("RTA") at csg-unit@linkintime.co.in mentioning their DP ID and Client ID/folio no.

Members may note that the Notice and the Integrated Annual Report for the financial year 2023-24 will also be available on the Company's website at www.asianpaints.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

Process for registration of email address for obtaining Notice of the 78th AGM along with the Integrated Annual Report for the financial year 2023-24

8. If your email address is not registered with the DPs (for shares held in demat form)/Company (for shares held in physical form), you may register the same on



or before 5.00 p.m. IST on Monday, 17th June 2024 to receive the Notice of the AGM along with the Integrated Annual Report for the financial year 2023-24 by completing the process as under:

- a. Visit the link https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
- b. Select the name of the Company 'Asian Paints Limited' from dropdown.
- c. Enter details in respective fields such as DP ID and Client ID (for shares held in demat form)/folio no. and certificate no. (for shares held in physical form), shareholder name, PAN, mobile no., and email id.
- d. Click on continue button.
- e. System will send One Time Password ("OTP") on the mobile no. and email id.
- f. Click on verify OTP.
- g. Enter OTP received on mobile no. and email id and click on submit.

After successful submission of the email address, NSDL will email a copy of this AGM Notice along with the Integrated Annual Report for the financial year 2023-24. In case of any queries, members may write to csg-unit@linkintime.co.in or evoting@nsdl.com.

9. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at investor.relations@asianpaints.com.

Procedure for joining the 78th AGM through VC/OAVM

10. Members may note that the VC/OAVM facility allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM.
11. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned in note no. 17(e). After successful login, members can click on the link "VC/OAVM link" placed under the "Join Meeting" tab against the Company name. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN (128616) of the Company will be displayed.
12. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice.

13. Members who need assistance before and during the AGM, can contact Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call at no.: (022) 4886 7000.

Procedure to raise questions/seek clarifications with respect to the Integrated Annual Report at the ensuing 78th AGM of the Company

14. Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/folio no., email address, and mobile no. at investor.relations@asianpaints.com. Questions/queries received by the Company till 5.00 p.m. IST on Sunday, 23rd June 2024, shall only be considered and responded to during the AGM.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by sending request from their registered email address mentioning name, DP ID and Client ID/folio no., and mobile no. at investor.relations@asianpaints.com upto 5.00 p.m. IST on Tuesday, 18th June 2024. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
16. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
17. **Procedure for remote e-Voting and e-Voting during the AGM**

- a. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency.

- c. The remote e-Voting period will commence on **Friday, 21st June 2024 at 9.00 a.m. IST** and will end on **Monday, 24th June 2024 at 5.00 p.m. IST**. During this period, members holding shares either in physical form or in dematerialised form, as of Tuesday, 18th June 2024 i.e., cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as of the cut-off date should treat this Notice for information purposes only.

Members have the option to cast their vote on any of the resolutions set out in this Notice using the remote e-Voting facility either during the period commencing from Friday, 21st June 2024 to Monday, 24th June 2024 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

- d. The members who have cast their vote by remote e-Voting may also attend the AGM, but shall not be entitled to cast their vote again.

- e. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to the NSDL e-Voting system





Step 2: Cast your vote electronically and join the virtual meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

I. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023), on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile no. and email address in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDEAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile phone. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added Services. 4. Click on 'Access to e-Voting' appearing on the left hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or ESP – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select 'Register Online for IDEAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp. 3. Please follow steps given in Points A (1-5) above.

Type of shareholders	Login Method
	<p>B. E-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against the Company name or ESP – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>C. Shareholder/Member can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual shareholders holding securities in demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. CDSL Easi/Easiest facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Users can login through their existing User ID and Password. An option will be made available to reach the e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use the existing Easi username and password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the ESP for casting your vote during the remote e-Voting period. Additionally, the links have been provided to access the system of all ESP's, so that the user can visit the ESP's websites directly. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email address as recorded in the demat account. <p>B. E-Voting website of CDSL</p> <p>After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also will be able to directly access the system of all ESP's.</p>
Individual shareholders (holding securities in demat mode) logging through their DPs	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company name or ESP – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
a) Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no.: (022) 4886 7000.
b) Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 22 55 33.

II. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon **'Login'** which is available under **'Shareholder/Member'** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-Services i.e., IDeAS, you can login at <https://eservices.nsdl.com> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e., cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding shares in Physical Form	EVEN followed by folio no. registered with the Company. For example, if EVEN is 128616 and folio no. is 001*** then User ID is 128616001***

6. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio no. for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. In case you have not registered your email address with the Company/Depositories, please follow instructions mentioned below in this Notice.

7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a. Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio no., PAN, name, and registered address.
 - d. Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on agree to 'Terms and Conditions' by selecting on the check box.
9. Now, you will have to click on 'Login' button.
10. After you click on the 'Login' button, home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN (128616)" of the Company for which you wish to cast your vote during the remote e-Voting period and during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed and you will receive a confirmation by way of a SMS on your registered mobile no. from Depository.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email addresses are not registered with the Depositories/Company for procuring User ID and Password for e-Voting for the resolutions set out in this Notice

Shareholders/Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing below mentioned documents:

1. Members whose shares are held in physical mode, are requested to provide folio no., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar Card).
2. Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 digit DP ID + Client ID for NSDL demat accounts or 16 digit Beneficiary ID for CDSL demat accounts), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained in note no. 17(e) "Step 1: Access to NSDL e-Voting system".

General guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries for remote e-Voting, you may refer to the Frequently Asked Questions ("FAQs") for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call at no.: (022) 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

- f. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the Notice is sent through email and holds shares as of the cut-off date i.e., Tuesday, 18th June 2024 may obtain the User ID and Password by sending a request at evoting@nsdl.com or to the Company at investor.relations@asianpaints.com. Further, if you are already registered with NSDL for remote e-Voting, then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com or call at no: (022) 4886 7000. In case of individual shareholders holding shares in demat mode who acquire shares of the Company and become a Member of the Company after sending the Notice and who hold shares as of the cut-off date i.e., Tuesday, 18th June 2024 may follow steps mentioned in this Notice under note no. 17(e) "Step 1: Access to NSDL e-Voting system".
- g. Mr. Makarand Joshi (Membership No.: 5533, COP: 3662), failing him Ms. Kumudini Bhalerao (Membership No.: 6667, COP: 6690), Partners, Makarand M. Joshi & Co., Practising Company Secretaries, have been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- i. The voting results shall be declared within two working days from conclusion of the AGM and the resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results along with the report of the Scrutinizer shall be placed on the website of the Company (www.asianpaints.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorised by him. The results along with the report of the Scrutinizer shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

18. Intimation of details of the agreement, if any under the Listing Regulations

Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, it is hereby advised to the shareholders to inform the Company about such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

19. Documents open for inspection

- a. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company at investor.relations@asianpaints.com for inspection of the said documents.
- b. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors in respect of the Asian Paints Employee Stock Option Plan 2021 prescribed under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021,

will be available for inspection by the members during the AGM by following the steps mentioned at note no. 17(e) "Step 1: Access to NSDL e-Voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN (128616) of the Company.

20. Dividend related information

- a. The Board of Directors of the Company at their meeting held on 9th May 2024 have, *inter alia*, approved and recommended payment of final dividend of ₹ 28.15 (Rupees twenty-eight and paise fifteen only) per equity share of the face value of ₹ 1 (Rupee one) each fully paid up for the financial year ended 31st March 2024 ("final dividend"), subject to the approval of shareholders at the ensuing AGM.
- b. Final dividend for the financial year ended 31st March 2024, if approved by the members at the ensuing AGM, will be paid on or after Thursday, 27th June 2024, to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e., Tuesday, 11th June 2024.
- c. Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.
- d. Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.
- e. In case the Company's dividend banker is unable to process the final dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts to such members by post.

21. TDS on dividend

- a. As per the Income Tax Act, 1961, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to requisite approvals. For the prescribed rates

for various categories, please refer to the Finance Act, 2020 and the amendments thereof.

- b. A separate email communication was sent to the members on Friday, 10th May 2024 informing the relevant procedure to be adopted by them/ documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at <https://www.asianpaints.com/TDSExemptionForms.html>.
- c. The resident and non-resident shareholders should send the scanned copies of the requisite documents to LIPL at csg5exemptforms2425@linkintime.co.in on or before Thursday, 13th June 2024 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable. The resident individual shareholders also have the option to upload the exemption documents directly at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
- d. Members are requested to note that in case the tax on dividend is deducted at a higher rate in the absence of receipt of the requisite details/ documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

22. Investor Education and Protection Fund ("IEPF") related information

- a. Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 consecutive years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividends remain unclaimed by the shareholders for 7 consecutive years or more shall also be transferred to the demat account of the IEPF Authority. The Company requests all the members to encash/ claim their respective dividends within the prescribed period.
- b. The dividend amount and shares transferred to the IEPF can be claimed by the concerned shareholder(s)/legal heir(s) from the IEPF

Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at <https://www.asianpaints.com/IEPF.html> and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in. Please refer the 'General Shareholder Information' section forming part of this Integrated Annual Report for further details with respect to unclaimed dividends and transfer of dividends/shares to the IEPF.

23. Updation of PAN, KYC and nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, *inter alia*, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April 2024 upon registering the required details.

If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form. Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30th June 2024, failing which their demat account shall be frozen for debits.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the website of the Company

at <https://www.asianpaints.com/ShareholderServiceRequest.html> and its RTA at <https://liiplweb.linkintime.co.in/client-downloads.html>.

Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

24. Issue of securities in dematerialised form

- a. SEBI vide its notification dated 24th January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
- b. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024) has mandated listed companies to issue securities for the following investor service requests only in dematerialised form: (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division/splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission; and (viii) transposition.

The manner and process of making application as per the aforesaid revised framework and operational guidelines thereto is available on the website of the Company at <https://www.asianpaints.com/ShareholderServiceRequest.html> and the RTA at <https://liiplweb.linkintime.co.in/client-downloads.html>.

25. Process for availing various investor service requests

Members are requested to refer to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024) for common and simplified norms for processing any service requests before making an application to the Company/RTA. Please refer the 'General Shareholder Information' section forming part of this Integrated Annual Report for further details.

EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013

Resolution No. 4

The Board of Directors of the Company at their meeting held on 1st March 2022, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Nehal Vakil (DIN: 00165627) as a Non-Executive Director of the Company to fill the casual vacancy caused by the sad demise of Late Mr. Abhay Vakil.

Further, in accordance with the provisions of Section 161(4) of the Companies Act, 2013 ("the Act"), the appointment of Ms. Nehal Vakil was approved by the shareholders of the Company, with a requisite majority, by way of a resolution passed through Postal Ballot on 20th April 2022.

In case of appointment of a Director in casual vacancy in terms of Section 161(4) of the Act, the Director so appointed shall hold office only upto the date upto which the Director in whose place she is appointed would have held office, if it had not been vacated. Accordingly, Ms. Nehal Vakil holds office upto the date of this AGM.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Nehal Vakil for the office of Director of the Company.

The profile and other relevant information as required under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to this Notice.

The Company has received all statutory declarations/disclosures from Ms. Nehal Vakil including the following:

- (i) consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) confirmation that she is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014; and

- (iii) declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Further, the Company has obtained a certificate from MMJB & Associates, LLP, Company Secretaries, confirming that Ms. Nehal Vakil is not debarred from being appointed as a Director of the Company.

Skills/expertise/competence

Ms. Nehal Vakil has rich and varied experience and meets the following skills and capabilities required for the role as a Non-Executive Director, as identified by the Nomination and Remuneration Committee:

- i. General management and leadership: Strategic planning, sustainability, and protect interest of all stakeholders; and
- ii. Financial and risk management skills: Understanding the financial statements and financial controls, systems and processes & mergers and acquisitions.

Accordingly, in the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, the appointment of Ms. Nehal Vakil on the Board would add value to the deliberations in Board and Committee meetings and overall functioning of the Company.

Ms. Nehal Vakil is related to the Company's Non-Executive Director, Ms. Amrita Vakil and is a member of the Promoter(s) Group of the Company.

Other than Ms. Nehal Vakil, Ms. Amrita Vakil, and their relatives, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Ordinary Resolution as set out in Resolution No. 4 of this Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, propose the appointment of Ms. Nehal Vakil as a Non-Executive Director of the Company, liable to retire by rotation and recommend the Ordinary Resolution as set out in Resolution No. 4 of this Notice for the approval by the members of the Company.

Resolution No. 5

The Board of Directors of the Company at their meeting held on 9th May 2024, based on the recommendation of the Audit Committee, appointed Joshi Apte & Associates, Cost Accountants (Firm Registration No.: 000240), as the Cost Auditors of the Company for the audit of the cost records maintained by the Company for the financial year ending 31st March 2025, at a remuneration not exceeding ₹ 9,00,000 (Rupees nine lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (collectively referred to as "the Cost Audit Rules"), maintenance of cost records and audit thereof is applicable in respect of Thinners, Sealers (Smartcare range, PU Magnum & Construction chemical), Pentaerythritol, Emulsions, Alkyds & other Resins, Bath fittings and other applicable products, which contributes to around 3% of the overall operating income of the Company.

The overall remuneration proposed to be paid to the Cost Auditors for the financial year ending 31st March 2025 is commensurate to the scope of the audit to be carried out by the Cost Auditors.

Joshi Apte & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959 and are free from any disqualifications specified under the provisions of the Act.

In accordance with the provisions of Section 148(3) of the Act, read with the Cost Audit Rules, the remuneration payable to Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, the consent of the shareholders is sought for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Ordinary Resolution as set out in Resolution No. 5 of this Notice.

The Board of Directors, based on the recommendation of the Audit Committee, propose the ratification of the remuneration payable to Joshi Apte & Associates as the Cost Auditors of the Company for the financial year ending 31st March 2025 and recommend the Ordinary Resolution as set out in Resolution No. 5 of this Notice for approval by the members of the Company.

By Order of the Board of Directors
of **Asian Paints Limited**



R J Jeyamurugan
CFO & Company Secretary

Mumbai, 9th May 2024

Registered Office:

6A, Shantinagar, Santacruz (East), Mumbai – 400 055

ANNEXURE

Name of the Director(s)	Mr. Jigish Choksi (DIN: 08093304)	Ms. Nehal Vakil (DIN: 00165627)
Photograph		
Age (Years)	43	47
Brief resume along with experience and qualifications	<p>Mr. Jigish Choksi began his career with Asian Paints Limited ("the Company") in the year 2010 in the Sales and Marketing function. During his 5 year long stint with the Company, he has worked as an Area Manager – Project Sales for 3 years and thereafter, he was a part of the Marketing team wherein he was in charge of several products that were launched under the Water Proofing range.</p> <p>Mr. Choksi is the Managing Director of ELF Trading and Chemicals Manufacturing Private Limited – an agro-chemical company. His key goal is to look at diversification of trading portfolio to include more value-added products.</p> <p>Mr. Choksi is also extensively involved in his family businesses. He works with Navbharat Packaging Industries Limited, a corrugated box manufacturer that operates with a single manufacturing capacity located at Ankleshwar, wherein he is actively involved in market and customer acquisition initiatives as well as in diversification of the product portfolio. He also looks after his "Family Office" practice which invests in public equity and debt instruments as well as in startups.</p>	<p>Ms. Nehal Vakil holds a degree in Bachelor of Arts with specialization in Finance from Eli Broad College of Business, Michigan State University – East Lansing, Michigan, USA.</p> <p>Ms. Nehal Vakil commenced her career with Asian Paints Limited ("the Company") in the year 1999. She was a part of the Finance function of the Company, wherein she was, <i>inter alia</i>, responsible for monitoring budgets, revenue, and variance trends for the corporate center. She was also involved in compilation of quarterly financial reports consolidated at Company and group levels.</p> <p>Ms. Vakil is presently the Director incharge of the operations of Vikatmev Containers Limited, ("Vikatmev") a leading container manufacturer in Mumbai. At Vikatmev, she heads a team that strategises and devises new approaches to boost customer numbers, growth, and revenue. She exercises oversight over cost controls to meet budget restrictions and maximise profitability.</p> <p>Ms. Vakil also manages the other family businesses and investments of the family-owned companies. She works closely with the wealth advisors to supervise and develop investment strategies, evaluate and analyse the investment performance and benchmark portfolio composition to maximise returns on investments.</p> <p>Ms. Vakil also serves as a Director on the Board of a few other public and private limited companies.</p> <p>Ms. Nehal Vakil is also an avid traveller, an ardent cricket follower and has a keen interest in movies and music.</p>
Expertise in specific functional areas	General Management, Strategy and Sales & Marketing	General Management, Strategy and Finance
Date of first appointment on the Board	1 st April 2019	1 st March 2022
Shareholding in the Company as on the date of Notice (self and beneficial basis)	<p>19,95,180 equity shares of face value of ₹ 1 each</p> <p>(0.21% of the paid-up share capital of the Company)</p>	<p>57,38,489 equity shares of face value of ₹ 1 each</p> <p>(0.60% of the paid-up share capital of the Company)</p>

Name of the Director(s)	Mr. Jigish Choksi (DIN: 08093304)		Ms. Nehal Vakil (DIN: 00165627)	
Terms and conditions of appointment/re-appointment	Non-Executive Director, liable to retire by rotation		Non-Executive Director, liable to retire by rotation	
Details of remuneration last drawn (FY 2023-24)	₹ 56,00,000		₹ 54,00,000	
	(Includes sitting fees and commission)		(Includes sitting fees and commission)	
	The aforesaid remuneration is within the limits approved by the shareholders at their 68 th Annual General Meeting of the Company held on 26 th June 2014 for the remuneration payable to the Non-Executive Directors of the Company in a financial year not exceeding 1% of the net profit of the Company calculated under Section 198 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.			
Details of proposed remuneration	Sitting fees and commission as may be approved by the Board of Directors/shareholders in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company.			
Inter-se relationships between				
• Directors	Cousin of Mr. Manish Choksi		Cousin of Ms. Amrita Vakil	
• Key Managerial Personnel	Nil		Nil	
Number of meetings of the Board attended	Financial Year(s)		Financial Year(s)	
	No. of meetings attended		No. of meetings attended	
	2022-23		2022-23	
	2023-24		2023-24	
Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Notice	• Member of the Risk Management Committee		• Member of the Risk Management Committee	
	• Member of the Stakeholders Relationship Committee		• Member of the Stakeholders Relationship Committee	
Other companies in which he/ she is a Director excluding Directorship in private and Section 8 companies as on date of Notice	Nil		Listed Companies:	
			Nil	
			Unlisted Companies:	
			• Vikatmev Containers Limited	
			• Lambodar Investments and Trading Company Limited	
			• Stack Pack Limited	
Chairpersonship/Membership of the Committee(s) of Board of Directors of other companies in which he/she is a Director excluding private and Section 8 companies as on date of Notice	Nil		Nil	
Listed companies from which the person has resigned in the past three years	Nil		Nil	

INFORMATION AT A GLANCE

Particulars	Details
Day, date, and time of AGM	Tuesday, 25 th June 2024 at 11.00 a.m. IST
Mode	Video conference/other audio visual means
Participation through video conference	www.evoting.nsdl.com
Final dividend record date	Tuesday, 11 th June 2024
Final dividend payment date	On or after Thursday, 27 th June 2024
Cut-off date for e-Voting	Tuesday, 18 th June 2024
E-Voting start time and date	Friday, 21 st June 2024 at 9.00 a.m. IST
E-Voting end time and date	Monday, 24 th June 2024 at 5.00 p.m. IST
E-Voting website of NSDL	www.evoting.nsdl.com
Last date for speaker registration	Tuesday, 18 th June 2024 till 5.00 p.m. IST
Last date for sending questions	Sunday, 23 rd June 2024 till 5.00 p.m. IST
Name, address, and contact details of e-Voting service provider	<p>National Securities Depository Limited Trade World, A wing, 4th Floor Kamala Mills Compound Lower Parel, Mumbai – 400 013</p> <p>Mr. Amit Vishal Deputy Vice President – NSDL</p> <p>Ms. Pallavi Mhatre Senior Manager – NSDL</p> <p>Contact Details: Email address: amitv@nsdl.com pallavid@nsdl.com evoting@nsdl.com Helpline No. for VC participation and e-Voting: (022) 4886 7000</p>
Name, address, and contact details of Registrar and Share Transfer Agent	<p>Link Intime India Private Limited C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg Vikhroli (West), Mumbai – 400 083 Tel No.: +91 810 811 8484 Toll Free No.: 1800 2100 124 (Exclusive for the shareholders of Asian Paints Limited) Email address: csg-unit@linkintime.co.in Website: www.linkintime.co.in</p>

Board's Report

Dear Members,

The Board of Directors are pleased to present the 78th Integrated Annual Report of the Company along with the audited financial statements (standalone and consolidated) for the financial year ended 31st March 2024.

FINANCIAL RESULTS AND STATE OF COMPANY AFFAIRS

The Company's financial performance for the year ended 31st March 2024 is summarised below:

(₹ in Crores)

Particulars	Standalone			Consolidated		
	2023-24	2022-23	Growth (%)	2023-24	2022-23	Growth (%)
Revenue from sales and other operating income	30,850.12	30,078.40	2.6	35,494.73	34,488.59	2.9
Earnings before Interest, Taxes, Depreciation and Amortisation	7,854.95	6,338.49	23.9	8,272.94	6,646.32	24.5
Less: Finance Costs	115.42	93.06		205.17	144.45	
Less: Depreciation and Amortisation Expense	734.49	755.83		853.00	858.02	
Profit for the period before share of profit in associate	7,005.04	5,489.60	27.6	7,214.77	5,643.85	27.8
Share of profit of Associate	-	-		133.00	93.85	
Profit before exceptional items & tax	7,005.04	5,489.60	27.6	7,347.77	5,737.70	28.1
Exceptional Items*	-	-		-	48.87	
Profit before Tax	7,005.04	5,489.60	27.6	7,347.77	5,688.83	29.2
Less: Tax Expense	1,683.49	1,389.42		1,790.08	1,493.50	
Profit for the period	5,321.55	4,100.18	29.8	5,557.69	4,195.33	32.5
Attributable to:						
Shareholders of the Company	5,321.55	4,100.18	29.8	5,460.23	4,106.45	33.0
Non-Controlling Interest	-	-		97.46	88.88	
Other Comprehensive Income (net of tax)	27.6	67.35		31.96	13.04	
Total Comprehensive Income	5,349.15	4,167.53	28.4	5,589.65	4,208.37	32.8
Attributable to:						
Shareholders of the Company	5,349.15	4,167.53	28.4	5,502.37	4,130.96	33.2
Non-Controlling Interest	-	-		87.28	77.41	
Opening balance in Retained Earnings[^]	11,136.92	8,953.07		11,340.92	9,167.34	
Amount available for Appropriation[^]	16,464.50	13,045.78		16,807.82	13,266.48	
Dividend						
Interim - FY 2023-24	494.04	-		494.04	-	
Interim - FY 2022-23	-	422.08		-	422.08	
Final - FY 2022-23	2,038.34	-		2,038.34	-	
Final - FY 2021-22	-	1,486.78		-	1,486.78	
Gross obligation towards further acquisition in subsidiary	-	-		256.78	16.22	
Transfer to other Reserve	-	-		-	0.48	
ESOP exercised during the year	0.03	-		0.03	-	
Closing balance in Retained Earnings[^]	13,932.09	11,136.92		14,018.63	11,340.92	

*For consolidated financial results, exceptional items for the previous year represents impairment provision towards goodwill recognised on acquisition of Causeway Paints Lanka (Pvt) Limited ("Causeway"), subsidiary company, and exchange loss arising on foreign currency obligations of Causeway due to devaluation of Sri Lankan Rupee.

[^]Includes re-measurement of defined benefit plans.



COMPANY PERFORMANCE OVERVIEW

During the financial year 2023-24:

- a. Revenue from operations on a standalone basis increased to ₹ 30,850.12 crores as against ₹ 30,078.40 crores in the previous year – a growth of 2.6%.
- b. Cost of goods sold as a percentage to revenue from operations decreased to 55.8% as against 60.9% in the previous year.
- c. Employee cost as a percentage to revenue from operations increased to 5.7% (₹ 1,747.89 crores) as against 5.0% (₹ 1,513.89 crores) in the previous year.
- d. Other expense as a percentage to revenue from operations increased to 15.7% (₹ 4,852.45 crores) as against 14.7% (₹ 4,416.49 crores) in the previous year.
- e. Profit before exceptional items and tax for the current year is ₹ 7,005.04 crores as against ₹ 5,489.60 crores in the previous year – a growth of 27.6%.
- f. Profit after tax for the current year is ₹ 5,321.55 crores as against ₹ 4,100.18 crores in the previous year – a growth of 29.8%.
- g. On a consolidated basis, the Group achieved revenue of ₹ 35,494.73 crores as against ₹ 34,488.59 crores – a growth of 2.9%.
- h. Net profit after non-controlling interest for the Group for the current year is ₹ 5,460.23 crores as against ₹ 4,106.45 crores in the previous year – a growth of 33.0%.

Management Discussion and Analysis Report:

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Management Discussion and Analysis Report forms an integral part of this Integrated Annual Report and gives the details, *inter alia*, about the performance of the Decorative, Décor and consumer services, and Industrial Businesses of the Company in India and International Operations, important changes in these businesses, supply chain, external environment, and economic outlook during the year under review.

During the year under review, there was no change in the nature of the Company's business.

Confirmations:

- a. There were no revisions of financial statements and the Board's Report of the Company during the year under review; and

- b. There were no material changes and commitments that affect the financial position of the Company which have occurred between the end of the financial year 2023-24 and the date of this Report.

FINANCIAL SALIENCY

The Company's principal sources of liquidity are cash and cash equivalents, liquid investments, and the cash flow that the Company generates from its operations. The Company continued to be debt-free and maintained sufficient cash to meet its strategic and operational requirements.

Cash and bank balances, current/non-current term deposits, investments in mutual funds, and debentures/bonds on a standalone basis as of 31st March 2024, stood at ₹ 5,077.83 crores as against ₹ 4,269.98 crores in the previous financial year. Cash and investments, on both standalone and consolidated basis, include deposits with banks and financial institutions with high credit ratings by international and domestic credit rating agencies. As a result, liquidity risk towards such balances is limited. The ratings are monitored periodically.

The Company's working capital management is robust and involves a well-organised process, which facilitates continuous monitoring and control over receivables, inventories, and other parameters.

CAPITAL EXPENDITURE

During the year under review, the Company on a standalone basis spent ₹ 1,968.33 crores towards capital expenditure against ₹ 1,057.27 crores in the previous financial year. This mainly comprises manufacturing capacity expansion, regular capital expenditure at various plant locations and other company offices/warehouses, technological advancements, safety and ESG expenditure, backward integration projects, and general maintenance.

Expansion of installed production capacity

a. Khandala Plant

During the year under review, the Company has increased the original installed production capacity at the Khandala plant from 3,00,000 KL per annum to 4,00,000 KL per annum, at an investment of approximately ₹ 385 crores, to meet the medium-term capacity requirements of the Company.

b. Kasna Plant

During the year under review, the Company has increased the installed production capacity at the Kasna plant from 80,000 KL per annum to 1,00,000 KL per annum, at an investment of ₹ 124.7 crores.

Board's Report (Contd.)

TRANSFER TO RESERVES

During the year under review, no amount was transferred to any of the reserves by the Company.

DIVIDEND

The Board of Directors at their meeting held on 9th May 2024, has recommended payment of ₹ 28.15 (2815%) per equity share of ₹ 1 each fully paid-up as final dividend for the financial year 2023-24. The record date for payment of final dividend is Tuesday, 11th June 2024. The final dividend, subject to the approval of the shareholders at the ensuing Annual General Meeting ("AGM") of the Company, will be paid on or after Thursday, 27th June 2024. During the year under review, the Company also paid an interim dividend of ₹ 5.15 (515%) per equity share of ₹ 1 each to the shareholders on 13th November 2023.

The total dividend for the financial year 2023-24, including the proposed final dividend, amounts to ₹ 33.30 per equity share of ₹ 1 each, and would involve a total outflow of ₹ 3,194.14 crores translating into a dividend payout of 60% (as against ₹ 25.65 per equity share of ₹ 1 each with the outflow of ₹ 2,460.35 crores in the financial year 2022-23 resulting in a dividend pay-out ratio of 60%) of the standalone profits of the Company.

As per the Income-Tax Act, 1961, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders. Accordingly, the Company makes the payment of the dividend from time to time after deduction of tax at source.

Details of the dividend paid by the Company during the financial year 2023-24 are stated below:

(₹ in Crores)			
Particulars	Gross amount of dividend*	Tax deducted at source	Net amount of dividend
Final Dividend FY 2022-23	2,038.34	218.70	1,819.64
Interim Dividend FY 2023-24	494.04	53.82	440.22
Total	2,532.38	272.52	2,259.86

*Includes excess funding made to the dividend account owing to rounding up of gross dividend.

The aforesaid interim and final dividend(s) are being paid by the Company from its profits for the respective financial years.

The dividend recommended is in accordance with the Dividend Distribution Policy ("DD Policy") of the Company. The DD Policy, in terms of Regulation 43A of the Listing Regulations, is available on the Company's website at <https://www.asianpaints.com/DDPolicy.html>.

The DD Policy sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/or the utilisation of the retained profits earned by the Company. The Board of Directors of the Company, considering the business & financial parameters and external factors as mentioned in the DD Policy, endeavours to maintain the range of dividend pay-out ratio in a financial year between 55% to 65% of its annual standalone profit after tax.

ASIAN PAINTS GROUP

The Company has 30 subsidiary companies (22 international subsidiary companies), and 2 joint venture companies as on 31st March 2024, which includes subsidiaries acquired or incorporated during the year.

There has been no change in the nature of the business of the subsidiary companies and joint venture companies, during the year under review.

International Business

Outside India, the Company has operations in 14 countries across four regions of the world – Asia (Bangladesh, Nepal, Sri Lanka and Indonesia), the Middle East (Oman, Bahrain, United Arab Emirates (UAE) and Qatar), Africa (Egypt and Ethiopia) and South Pacific (Fiji, Solomon Islands, Samoa and Vanuatu).

Financial Performance

A list of bodies corporates that are subsidiaries/joint ventures of the Company is provided as part of the notes to Consolidated Financial Statements ("CFS"). The financial performance of the Company's select subsidiary and joint venture companies for the financial year 2023-24 is provided below:

i. Asian Paints International Private Limited

Asian Paints International Private Limited ("APIPL"), Singapore, is a wholly-owned subsidiary of the Company and is the holding company for all of its subsidiary companies carrying out operations overseas, except Asian Paints (Nepal) Private Limited, Nepal, and Asian White Cement Holding Limited, Dubai International Financial Centre, UAE. The principal activities of APIPL are those of investment holding and management.

On a consolidated basis, the revenue of APIPL was ₹ 2,726.43 crores (growth of 7.3% year-on-year) with a net profit of ₹ 68.37 crores (against net loss of ₹ 60.18 crores in the previous year).

Further, the Board of Directors at its meeting held on 28th March 2024, approved an investment of approximately ₹ 200 crores by way of subscription of equity shares of APIPL, for repayment of borrowings.

ii. Asian Paints (Nepal) Private Limited

Asian Paints (Nepal) Private Limited ("AP Nepal"), Nepal, is a subsidiary company of the Company. Its principal business is the manufacturing and selling of paint products in Nepal.

The revenue of AP Nepal was ₹ 335.04 crores (de-growth of 38.5% year-on-year) with a net profit of ₹ 40.20 crores (de-growth of 57.9% year-on-year).

iii. Obgenix Software Private Limited

Obgenix Software Private Limited (popularly known by the brand name "White Teak") is a subsidiary company of the Company. White Teak is engaged in the business of decorative lighting products, fans and other décor accessories.

The revenue of White Teak was ₹ 133.43 crores (growth of 23.0% year-on-year) with a net profit of ₹ 2.37 crores (de-growth of 78.5% year-on-year).

iv. Asian Paints PPG Private Limited

Asian Paints PPG Private Limited ("APPPG") is a joint venture company between the Company and PPG Industries Securities LLC. APPPG is engaged in the business of manufacturing, selling, and distributing protective coatings, powder coatings, road markings, floor coatings and providing related services.

The revenue of APPPG was ₹ 1,145.95 crores (growth of 12.6% year-on-year) with a net profit of ₹ 100.18 crores (growth of 59.7% year-on-year).

v. PPG Asian Paints Private Limited

PPG Asian Paints Private Limited ("PPGAP") is a joint venture company between the Company and PPG Industries Securities LLC. PPGAP is engaged in the business of manufacturing, selling, and distributing of paints and coatings for automotive, original equipment manufacturers, packaging, refinishing, marine, and other industries.

On a consolidated basis, the revenue of PPGAP was ₹ 2,014.71 crores (growth of 10.3% year-on-year) with a net profit of ₹ 264.91 crores (growth of 50.2% year-on-year).

During the year, PPGAP paid final dividend of ₹ 42.78 crores for FY 2022-23 and interim dividend of ₹ 65.59 crores for FY 2023-24.

vi. Weatherseal Fenestration Private Limited

Weatherseal Fenestration Private Limited ("Weatherseal") is a subsidiary company of the Company. Weatherseal is engaged in the business of uPVC windows and doors.

The revenue of Weatherseal was ₹ 51.68 crores (growth of 110.0% year-on-year) with a net loss of ₹ 18.41 crores.

A separate statement containing the salient features of financial statements of subsidiaries, and joint ventures of the Company in the prescribed Form AOC-1 is annexed to CFS forming part of this Integrated Annual Report, in compliance with Section 129(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules issued thereunder.

The Company does not have a material subsidiary as per the Listing Regulations.

The Company's Policy for determining material subsidiaries is available on the Company's website at <https://www.asianpaints.com/PolicyforMaterialSubsidiaries.html>.

Scheme of Amalgamation of Maxbhumi Developers Limited and Sleek International Private Limited with the Company

The Board of Directors at its meeting held on 28th March 2024, approved the Scheme of Amalgamation of Maxbhumi Developers Limited ("Maxbhumi") and Sleek International Private Limited ("Sleek"), wholly-owned subsidiaries of Asian Paints Limited, with the Company, with effect from 1st April 2024, being the appointed date, in accordance with the provisions of the Act and other applicable laws, subject to necessary statutory and regulatory approvals, including approval of the Hon'ble National Company Law Tribunal, Mumbai.

Upon the Scheme of Amalgamation becoming effective, all shares issued by Maxbhumi and Sleek shall stand cancelled and extinguished.

Consolidated Financial Statements

The said statement provides the details of the performance and financial position of each subsidiary and joint venture companies and their contributions to the overall performance of the Company.

In accordance with the provisions of the Act, Regulation 33 of the Listing Regulations, and applicable Indian Accounting Standards ("Ind AS"), the audited CFS of the Company for the financial year 2023-24, together with the Auditor's Report forms part of this Integrated Annual Report.

Board's Report (Contd.)

Pursuant to Section 136 of the Act, the audited financial statements, including the CFS and related information of the Company and the separate financial statements of each of the subsidiary companies, are available on the Company's website at <https://www.asianpaints.com/AnnualReports.html>. Any member desirous of inspecting or obtaining copies of the audited financial statements, including the CFS may write to the Company Secretary at investor.relations@asianpaints.com.

NEW PROJECTS AND STRATEGIC ALLIANCES

White cement manufacturing facility

Incorporation of Asian White Inc. FZE

On 2nd May 2023, Asian White Cement Holding Limited ("AWCHL"), a joint venture company between the Company, Riddhi Siddhi Crusher & Land Transport, Fujairah, UAE, Associated Soap Stone Distributing Company Private Limited, India, and others, was incorporated, to carry out the business of manufacturing and exporting white cement and white cement clinkers by setting up an operating company. The Company holds 70% of the equity share capital of AWCHL. Consequently, it has become a subsidiary of the Company with effect from 2nd May 2023.

On 26th June 2023, a wholly-owned subsidiary of AWCHL was incorporated in the name of Asian White Inc. FZE, in Fujairah Free Zone, UAE, for carrying out the business of manufacturing, trading, and exporting white cement. Consequently, Asian White Inc. FZE has become a subsidiary of the Company with effect from 26th June 2023.

Investment in emulsion of the future

Asian Paints (Polymers) Private Limited ("APPPL") a wholly-owned subsidiary of the Company, was incorporated on 11th January 2023, for the purpose of setting up an in-house manufacturing facility for manufacturing of Vinyl Acetate Ethylene Emulsion ("VAE") and Vinyl Acetate Monomer ("VAM") in Dahej, Gujarat.

During the year, the Company invested ₹ 200 crores in APPPL, by way of subscription of 20,00,00,000 equity shares of ₹ 10/- each, in two equal tranches. At present, the paid-up share capital of APPPL stands at ₹ 400 crores divided into 40,00,00,000 equity shares of ₹ 10/- each.

Continuing the journey of Home Décor

Increase in stake in Obgenix Software Private Limited

On 23rd June 2023, the Company acquired an additional 11% of the equity share capital of Obgenix Software Private Limited (popularly known by the brand name "White Teak") from the promoters of White Teak for a consideration of ₹ 53.77 crores.

The Company now holds 60% of the equity share capital of White Teak. Consequently, it has become a subsidiary of the Company with effect from 23rd June 2023.

White Teak is engaged in the business of decorative lighting products, fans and other décor accessories. Its tech-enabled web platform www.whiteteak.com, is one of the strongest platforms offering customers an extensive range of decorative lighting products, fans and other décor accessories, further supplemented by its excellent store network across many key urban cities in India.

As per the definitive agreements entered into with the shareholders of White Teak, the Company has agreed to acquire the remaining 40% stake in White Teak in a staggered manner.

Incorporation of Asian Paints Doha Trading W.L.L.

On 5th November 2023, Asian Paints International Private Limited, Singapore, wholly-owned subsidiary of the Company, incorporated a company with limited liability namely Asian Paints Doha Trading ("APDT") in Qatar. Consequently, APDT has become a step-down subsidiary of the Company with effect from 5th November 2023.

APDT has been incorporated to carry out the business of trading in paints, coatings, and allied products, chemical material related to building & construction works, and Home Décor products.

Partnership for Nanotechnology

Acquisition of stake in Harind Chemicals and Pharmaceuticals Private Limited

On 14th February 2024, the Company acquired 51% of the equity share capital of Harind Chemicals and Pharmaceuticals Private Limited ("Harind"). Consequently, Harind has become a subsidiary of the Company with effect from 14th February 2024.

Harind is a speciality chemicals company built with nanotechnology at its core, primarily in the area of surface coating and care. Harind is, *inter alia*, engaged in the business of nanotechnology-based research, manufacturing, and sale of a range of additives and specialised coatings. Nanotechnology has the potential to be the next frontier in the world of coatings, and the Company would be able to manufacture commercially viable high-performance coatings and additives with this technology.

Further, Harind has a wholly-owned subsidiary named Nova Surface-Care Centre Private Limited ("Nova").



Consequent to the acquisition of the stake in Harind, Nova has become a subsidiary of the Company with effect from 14th February 2024.

As per the definitive agreements entered into with the shareholders of Harind, the Company has agreed to further acquire 39% stake in Harind in a staggered manner.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

As of 31st March 2024, the Board of Directors comprised 13 Directors (including 5 women Directors), 7 of which were Independent Director(s), 5 were Non-Executive Director(s)/Promoter Director(s) and a Managing Director & CEO.

Sad Demise of Mr. Ashwin Dani, erstwhile Non-Executive Director of the Company

Mr. Ashwin Dani, erstwhile Non-Executive Director of the Company, left for heavenly abode on 28th September 2023.

Late Mr. Ashwin Dani was associated with the Company since 1968 and was a strong force in heralding the Company to technological excellence. He joined the Company's Board in 1970. He held the position of Vice Chairman and Managing Director of the Company from 1998 to 2009.

Since 2009 he continued on the Board as the Non-Executive Director & Vice Chairman of the Board and the Company. For the period between 2018 to 2021, he held the position of Chairman of the Board and the Company. His sad demise is an irreparable loss to the Company.

The Board of Directors express their deep condolences and pay tribute to the late Mr. Ashwin Dani. The Board places on record profound appreciation for his valuable contribution in channelising the growth and development of the Company, in particular, his stewardship in ensuring the Company's technological leadership.

Appointment of Chairman

The Board of Directors at their meeting held on 25th July 2023, appointed Mr. R Seshasayee (DIN: 00047985), Independent Director, as the Chairman of the Board and the Company with effect from 1st October 2023 up to the conclusion of his second term of appointment on 22nd January 2027, in place of Mr. Deepak Satwalekar (DIN: 00009627) who retired as the Independent Director and the Chairman of the Board and the Company with effect from the close of business hours on 30th September 2023, upon completion of his term.

Change in Directorate

i. Appointment of Directors

Independent Directors

The Board of Directors at their meetings held on 25th July 2023, 26th October 2023, and 28th March 2024, based on the recommendations of the Nomination and Remuneration Committee, *inter alia*, approved the following appointments, respectively, to the Board of Directors of the Company, subject to the approval of the shareholders of the Company:

- Appointment of Mrs. Ireena Vittal (DIN: 05195656) as an Additional and Independent Director of the Company for a period of five years with effect from 25th July 2023 to 24th July 2028.
- Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as an Additional and Independent Director of the Company for a period of five years with effect from 26th October 2023 to 25th October 2028.
- Appointment of Dr. Gopichand Katragadda (DIN: 02475721) as an Additional and Independent Director of the Company for a period of five years with effect from 1st April 2024 to 31st March 2029.

In the opinion of the Board, Mrs. Ireena Vittal, Mr. Soumitra Bhattacharya, and Dr. Gopichand Katragadda bring on board the required experience, integrity, expertise, and relevant proficiency which will add tremendous value to the Board in exercising their role effectively.

The requisite declarations and eligibility confirmations under the provisions of the Act and SEBI Regulations were received from Mrs. Ireena Vittal, Mr. Soumitra Bhattacharya, and Dr. Gopichand Katragadda for considering their appointment as Independent Directors.

The brief profiles of Mrs. Ireena Vittal, Mr. Soumitra Bhattacharya, and Dr. Gopichand Katragadda are given in the Governance section forming part of this Integrated Annual Report and is also available on the Company's website at <https://www.asianpaints.com/GovernanceStructure.html>.

The appointment of Mrs. Ireena Vittal, Mr. Soumitra Bhattacharya, and Dr. Gopichand Katragadda as the Independent Directors of the Company for the term as mentioned above was subsequently approved by the shareholders of the Company through special

Board's Report (Contd.)

resolutions passed with the requisite majority by way of postal ballot via remote e-voting on 15th September 2023, 22nd December 2023, and 8th May 2024, respectively. Details of the same are provided in the Report of Corporate Governance, forming part of this Integrated Annual Report.

Non-Executive Director

The Board of Directors at their meeting held on 9th May 2024, based on the recommendation of the Nomination and Remuneration Committee, *inter alia*, approved the appointment of Ms. Nehal Vakil (DIN: 00165627) as a Non-Executive Director of the Company with effect from the date of the ensuing AGM of the Company, subject to approval of the shareholders, in terms of Sections 152 and 161 of the Act, liable to retire by rotation.

Ms. Nehal Vakil was appointed as a Non-Executive Director by the Board of Directors of the Company at their meeting held on 1st March 2022 with effect from the said date, based on the recommendation of the Nomination and Remuneration Committee, to fill the casual vacancy created on the Board on account of the sad demise of Mr. Abhay Vakil, erstwhile Non-Executive Director. The shareholders thereafter approved the said appointment of Ms. Nehal Vakil to hold office up to the date that late Mr. Abhay Vakil would have held office i.e. up to the date of the ensuing AGM, through ordinary resolution passed with the requisite majority by way of postal ballot via remote e-voting on 20th April 2022.

The brief profile of Ms. Nehal Vakil is given in the Governance section forming part of this Integrated Annual Report and is also available on the Company's website at <https://www.asianpaints.com/GovernanceStructure.html>.

The appropriate resolution for the appointment of Ms. Nehal Vakil as a Non-Executive Director is being placed for the approval of the shareholders of the Company at the ensuing AGM. Details with respect to her experience, attributes, skills, disclosure of relationship between directors inter-se, directorships held in other companies and committee memberships, etc., as stipulated under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), have been disclosed in the Annexure to the Notice of the AGM.

ii. Retirement of Independent Directors

In terms of Section 149(11) of the Act, the following Independent Directors have retired during the year:

- a. Mr. Deepak Satwalekar (DIN: 00009627) retired with effect from the close of business hours on 30th September 2023, upon completion of his second term of appointment as an Independent Director. He joined the Board in the year 2000. He was the Chairman of the Board & the Company and a Member of the Corporate Social Responsibility Committee & Investment Committee.
- b. Mrs. Vibha Paul Rishi (DIN: 05180796) retired with effect from the close of business hours on 31st March 2024, upon completion of her second term. She joined the Board in the year 2014. She was the Chairperson of the Risk Management Committee & Stakeholders Relationship Committee and a Member of the Audit Committee & Corporate Social Responsibility Committee.
- c. Mr. Suresh Narayanan (DIN: 07246738) retired with effect from the close of business hours on 31st March 2024, upon completion of his first term of five years. He joined the Board in the year 2019. He was the Chairman of the Nomination and Remuneration Committee and a Member of the Investment Committee.
- d. Mrs. Pallavi Shroff (DIN: 00013580) retired with effect from the close of business hours on 31st March 2024, upon completion of her first term of five years. She joined the Board in the year 2019. She was a Member of the Audit Committee and Risk Management Committee.

The Board places on record sincere appreciation for their outstanding contribution towards the success of the Company, during their tenure as Independent Directors on the Board of the Company.

iii. Retirement by rotation and subsequent re-appointment

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Act and the Articles of Association of the Company, Mr. Jigish Choksi (DIN: 08093304), Non-Executive Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible has offered himself for re-appointment.

Based on performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends his re-appointment as a Non-Executive Director of the Company, liable to retire by rotation.

The brief profile of Mr. Jigish Choksi is given in the Governance section forming part of this Integrated Annual Report and is also available on the Company's website at <https://www.asianpaints.com/GovernanceStructure.html>.

The appropriate resolution for the re-appointment of Mr. Jigish Choksi is being placed for the approval of the shareholders of the Company at the ensuing AGM. Details with respect to his experience, attributes, skills, disclosure of relationship between directors inter-se, directorships held in other companies and committee memberships, etc., as stipulated under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by ICSI, have been disclosed in the Annexure to the Notice of the AGM.

The Managing Director & CEO and Independent Directors of the Company are not liable to retire by rotation.

During the year under review, no Director of the Company has resigned. Further, none of the Director of the Company is a director on the Board of the subsidiaries as of 31st March 2024.

Key Managerial Personnel

Mr. Amit Syngle, Managing Director & CEO, and Mr. R J Jeyamurugan, CFO & Company Secretary, are the Key Managerial Personnel ("KMP") of the Company in accordance with the provision of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, there were no changes to the KMP of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Directors of the Company state that:

- a. in the preparation of the annual accounts for the financial year ended 31st March 2024, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2024 and of the profits of the Company for the financial year ended 31st March 2024;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;
- e. proper internal financial controls laid down by the Directors are followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

The aforesaid statement has also been reviewed and confirmed by the Audit Committee of the Board of Directors of the Company.

Declaration from Directors

The Company has, *inter alia*, received the following declarations from all the Independent Directors confirming that:

- a. they meet the criteria of independence as prescribed under the provisions of the Act, read with Schedule IV and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- b. they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- c. they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs and have qualified the online proficiency self-assessment test or are exempted from passing the test as required in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Board's Report (Contd.)

The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

None of the Director of the Company are disqualified from being appointed as Directors as specified under Section 164(1) and 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) or are debarred or disqualified by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other such statutory authority.

All members of the Board and Senior Management have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2023-24.

The Company had sought the following certificates from independent and reputed Practising Company Secretaries confirming that:

- a. none of the Director on the Board of the Company has been debarred or disqualified from being appointed and/or continuing as Directors by the SEBI/MCA or any other such statutory authority.
- b. independence of the Directors of the Company in terms of the provisions of the Act, read with Schedule IV and Rules issued thereunder and the Listing Regulations.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 8 meetings of the Board of Directors were held. The details of the meetings of the Board of Directors of the Company held and attended by the Directors during the financial year 2023-24 are given in the Report of Corporate Governance forming part of this Integrated Annual Report.

The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Act and the Listing Regulations.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Independent Directors are familiarised with the operations and functioning of the Company at the time of their appointment and on an ongoing basis.

The details of the training and familiarisation programme are given in the Report of Corporate Governance forming part of this Integrated Annual Report and are also available on the Company's website at <https://www.asianpaints.com/FamiliarisationProgramme.html>.

COMMITTEES

As of 31st March 2024, the Board has 6 Committees:

Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders Relationship Committee, and Investment Committee.

During the year under review, the Board of Directors of the Company have delegated the authority to approve the transmission, dematerialisation of shares, etc. to a Managing Committee comprising the Managing Director & CEO and CFO & Company Secretary of the Company. A summary of approved transmissions, dematerialisation of shares, etc. is placed before the Board of Directors from time to time as per the Listing Regulations.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

A detailed note on the composition of the Board and its Committees, governance of committees including its terms of reference, number of committee meetings held during the financial year 2023-24, and attendance of the members, is provided in the Report of Corporate Governance forming part of this Integrated Annual Report. The composition and terms of reference of all the Committees of the Board of Directors of the Company are in line with the provisions of the Act and the Listing Regulations.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors

Deloitte Haskins & Sells LLP ("DHS"), Chartered Accountants (Firm's Registration No. 117366W/W-100018), were re-appointed as the Statutory Auditors of the Company at the 75th AGM held on 29th June 2021, to hold office till the conclusion of the 80th AGM for the financial year 2025-26.

DHS has confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and satisfy the independence criteria. The profile of the Statutory Auditors is available on the Company's website at <https://www.asianpaints.com/Auditors.html>.

The Company's Policy on engagement of Statutory Auditors of the Company is available on the Company's website at <https://www.asianpaints.com/AuditorsEngagementPolicy.html>.

The Statutory Auditors have issued an unmodified opinion on the financial statements for the financial year 2023-24 and the Statutory Auditor's Report forms part of this Integrated Annual Report.

Secretarial Auditors

The Board of Directors of the Company, on the recommendation made by the Audit Committee, has re-appointed Dr. K. R. Chandratre, Practising Company Secretary (Certificate of Practice No. 5144), as the Secretarial Auditors to conduct an audit of the secretarial records for the financial year 2024-25, based on the confirmation of the eligibility and consent received from Dr. K. R. Chandratre. The Secretarial Auditor has confirmed that he is not disqualified to be appointed as such.

The profile of the Secretarial Auditors is available on the Company's website at <https://www.asianpaints.com/Auditors.html>.

The Secretarial Audit Report received from Dr. K. R. Chandratre, for the financial year 2023-24 under Section 204 of the Act read with Rules made thereunder and Regulation 24A of the Listing Regulations, is set out in Annexure (A-1) to this Report.

The Secretarial Compliance Report received from Dr. K. R. Chandratre, for the financial year 2023-24, in relation to compliance with all applicable SEBI Regulations/Circulars/Guidelines issued thereunder, Secretarial Standards issued by ICSI, pursuant to requirement of Regulation 24A of the Listing Regulations, is set out in Annexure (A-2) to this Report. The Secretarial Compliance Report has been voluntarily enclosed as good disclosure practice.

As required by Schedule V of the Listing Regulations, the Auditor's Certificate on Corporate Governance received from Dr. K. R. Chandratre is annexed to the Report on Corporate Governance forming part of this Integrated Annual Report.

The Secretarial Audit Report and Secretarial Compliance Report for the financial year 2023-24, does not contain any qualification, reservation, or adverse remark.

Cost Auditors

The Board of Directors of the Company, on the recommendation made by the Audit Committee, appointed Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240), as the Cost Auditors of the Company for the financial year 2023-24 at a remuneration of ₹ 9,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses at actuals. Joshi Apte & Associates, being eligible, consented to act as the Cost Auditors of the Company for the financial year 2023-24. Joshi Apte & Associates were appointed in place of RA & Co.,

Cost Accountants (Firm Registration No. 000242), who had incurred a disqualification to continue as the Cost Auditors of the Company under Section 141(3) read with Section 148 of the Act and consequently vacated their office as the Cost Auditors of the Company with effect from 19th March 2024.

The shareholders of the Company ratified the proposed remuneration payable to Joshi Apte & Associates to audit the cost records of the Company for the financial year ending 31st March 2024, by way of an ordinary resolution passed with the requisite majority by way of postal ballot via remote e-voting on 8th May 2024, details of which are given in the Report of Corporate Governance forming part of this Integrated Annual Report.

The profile of the Cost Auditors is available on the Company's website at <https://www.asianpaints.com/Auditors.html>.

The Company has maintained cost records for certain products as specified by the Central Government under Section 148(1) of the Act. Joshi Apte & Associates, the Cost Auditors, are in the process of carrying out the cost audit for applicable products during the financial year 2023-24.

Further, the Board of Directors of the Company, on the recommendation made by the Audit Committee, re-appointed Joshi Apte & Associates, as the Cost Auditors of the Company to conduct the audit of cost records of applicable products for the financial year 2024-25 at a remuneration of ₹ 9,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses at actuals. Joshi Apte & Associates, being eligible, have consented to act as the Cost Auditors of the Company for the financial year 2024-25 and have confirmed that they are not disqualified to be appointed as such.

Appropriate resolution for ratification of the proposed remuneration payable to Joshi Apte & Associates to audit the cost records of the Company for the financial year ending 31st March 2025, is being placed for the approval of the shareholders of the Company at the ensuing AGM.

The Cost Audit Report for the financial year 2022-23 does not contain any qualification, reservation, or adverse remark. The Cost Audit Report for the financial year 2023-24 will be submitted within the prescribed timelines.

Board's Report (Contd.)

Internal Auditors

The Company has in place a robust Internal Audit function, which is led by Mr. Alok Agrawal, Chief Internal Auditor, and ably supported by a team of chartered accountants, certified internal auditors, ISO-certified audit professionals, and an electrical engineer. The Internal Audit function also partners with professional firms in the area of fraud investigation, market intelligence, IT audits, and with other firms having expertise in certain specific areas. The audit conducted by the Internal Audit team is based on an internal audit plan, which is reviewed each year by the Audit Committee. These audits are based on risk and control-based methodology and, *inter alia*, involve the review of internal controls and governance processes, adherence to management policies, and review of statutory compliances.

The Chief Internal Auditor reports functionally to the Audit Committee and administratively to the Managing Director & CEO of the Company. He participates in the meetings of the Audit Committee and Risk Management Committee. The Audit Committee met the Internal Auditor without the presence of the other members of the management during the year under review.

The Internal Audit team use cutting edge technology to conduct audits, data analysis, fraud focused analysis, managing audits, etc. The Chief Internal Auditor shares his findings on financial, safety, information security, compliance, reporting risks and other critical risks on a periodic basis with the Audit Committee along with the corrective and preventive action plan.

The Company has well established Internal Audit Charter, *inter alia*, to further enhance the governance mechanism, elaborate the scope of work of the internal audit function, specify the reporting structure of the Chief Internal Auditor, elaborate the authority and responsibilities of the Chief Internal Auditor. The abridged version of the Internal Audit Charter is available on the Company's website at <https://www.asianpaints.com/AbridgedIACCharter.html>.

Report from an independent firm

During the year under review, the Company engaged a firm of accountants to conduct quality assurance review and maturity assessment for Internal Audit function. It was affirmed that the current state of the Internal Audit function is in conformance with the approved Internal Audit framework and current industry practices as per the internal audit standards issued by the Institute of Internal Auditors ("IIA").

Reporting of Frauds by Auditors

None of the Auditors of the Company has identified and reported any fraud as specified under the second proviso of Section 143(12) of the Act.

RELATED PARTY TRANSACTIONS

Related party transactions at Asian Paints

The Company has been entering into transactions with related parties, including entities directly and/or indirectly controlled by members of the Promoter(s) & Promoter(s) Group, for its business purposes for more than three decades. These transactions primarily include transactions relating to the purchase of raw materials, packing materials, intermediaries, and such other transactions permissible and provided for under the provisions of the Act, the Listing Regulations, and the Income-Tax laws.

The related parties with which the Company contracts:

- primarily supply their products to the Company;
- bring in advanced and innovative technology for the benefit of the Company;
- customise their products to suit the Company's specific requirements;
- help in enhancing the Company's purchase cycles and assure just in time supply with resultant benefits – notably on working capital.

All of the aforementioned benefits provide the Company a competitive and cost advantage in the market, without compromising on the quality/service levels and based on sound commercial judgement.

The Company follows robust internal processes before entering into transactions with related parties and the considerations which govern the transactions with related parties are the same as those applicable for other vendors of the Company. All the transactions are undertaken for the benefit of the Company and in compliance with the applicable laws.

In order to ensure transparency and arm's length pricing for such supplies by related parties, the Company seeks multiple quotes from related parties and unrelated parties of equal standing and appoints a related party only if such party offers competitive terms, including pricing, as compared to unrelated parties. Along with pricing, manufacturing capabilities to effectively serve the Company's requirements and quality parameters are primary factors taken into consideration.



As a part of the Company's annual planning process, before the beginning of a financial year, details of all the transactions proposed to be executed with related parties, including the estimated amount of transactions to be executed, manner of determination of pricing and commercial terms, etc. are presented to the Audit Committee for its consideration and approval. The details of said transactions are also placed before the Board of Directors for their information. The Director, if interested in a transaction, does not participate in the discussion of the item relating to that transaction.

Further approval is sought during the year for any new transaction/modification to the previously approved limits/terms of contracts with the related parties. This is followed by a quarterly review of the related party transactions by the Audit Committee.

Policy

The Company's Policy on dealing with and materiality of related party transactions is available on its website at <https://www.asianpaints.com/RPTPolicy.html>.

During the year under review, the Audit Committee approved revisions to the Framework for transactions with related parties of the Company, to further enhance the governance mechanism.

Review

All transactions with related parties were reviewed and approved by the Audit Committee and were in accordance with the Policy on dealing with and materiality of related party transactions.

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

All contracts/arrangements/transactions entered into by the Company during the year under review with related parties were in the ordinary course of business and on arm's length basis in terms of the provisions of the Act. Further, there are no contracts or arrangements entered into under Section 188(1) of the Act, hence no justification has been separately provided in that regard.

Statutory Disclosures

The details of the related party transactions as per Ind AS-24 on Related Party Disclosures are set out in Note no. 37 to the standalone financial statements of the Company.

The Company in terms of Regulation 23 of the Listing Regulations submits on the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions, in the format specified by the SEBI. The said disclosures are available on the Company's website at <https://www.asianpaints.com/StatutoryFilings.html>.

Form AOC-2 pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, is set out in Annexure (B) to this Report.

INTERNAL CONTROLS

The Company has in place well-established and robust internal control systems which are commensurate with the nature of its business, size & scale and complexity of its operations and are implemented across all processes, units and functions. Internal control systems comprising of policies and procedures are designed to ensure sound management of the Company's operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information and compliance. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of the Company's operations. The Audit Committee also periodically reviews the adequacy and effectiveness of internal control systems and provides guidance for further strengthening them.

During the year under review, no material observation has been made by the Internal Auditor or Statutory Auditors of the Company in relation to the efficiency and effectiveness of such controls.

INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Company has designed and implemented a comprehensive Internal Financial Controls System over financial reporting to ensure that all transactions are authorised, recorded and reported correctly in a timely manner. The Company's Internal Financial Controls over financial reporting provide reasonable assurance over the integrity and reliability of the financial statements of the Company.

The Company has detailed work instructions, Standard Operating Procedures, policies, processes and manuals that lays down roles, responsibilities, and actions required. Functional heads are responsible for ensuring compliance with all laws and regulations and also with the policies and procedures laid down by the management.

Board's Report (Contd.)

The Company's Enterprise Resource Planning ("ERP") system of SAP S/4 HANA is well leveraged and implemented towards day-to-day transaction accounting and financial reporting. The Company's ERP along with allied information technology solutions provides a strong technology architecture for financial reporting controls. The Company's investment in an advanced automation system to enable automated accounting and financial closing procedures in various areas has resulted in better accuracy and faster financial reporting with fewer manual interventions. The financial statement preparation has been automated to ensure end-to-end system-driven reporting across the Group reducing the scope of manual errors.

The Company's Shared Services Center has taken ahead the digitalisation journey and delivered aggressive targets for on-time payment processing with near zero errors. The efforts towards digital processing, touchless processing, use of a virtual assistant, on-the-fly intelligence tools, use of optical character reader technology, mobile apps for employee reimbursements, car hire, hotel and travel booking, have created strong delight to stakeholders with related efficiencies in the process. The Company is continuously investing in new technology to enable smoother and error-proof processes.

The Company actively tracks all changes in Accounting Standards, the Act, and other applicable regulations and makes changes to the underlying systems, processes, and financial controls to ensure adherence to the same. With increased business complexities, detailed accounting and financial treatment are decided for dealing with newer products, services, assets, commitments, contracts, and arrangements. All resultant changes to the policy and impact on financials are disclosed after due validation with the Statutory Auditors, to the Audit Committee.

The Company has refreshed the Risk Assessment and Control Matrix for all processes involved in financial reporting and periodically tested them for design and operating effectiveness. The results of these tests are reported to the Audit Committee.

The Company gets its standalone financial results audited every quarter by its Statutory Auditors. The policies ensuring uniform accounting treatment are followed by the subsidiary companies as well. International subsidiaries provide the information required for the consolidation of accounts in the format prescribed by the Company. The accounts of the subsidiary and joint venture companies are audited and certified by their respective Statutory Auditors for consolidation. The Company has implemented audit trail on the books of accounts.

VIGIL MECHANISM

The Company promotes ethical behaviour in all its business activities and is in line with the best governance practices. The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations.

The Company has engaged an agency to manage the "Ethics Hotline" which can be used to, *inter alia*, report any instances of financial irregularities, breach of code of conduct, abuse of authority, disclosure of financial/unpublished price sensitive information other than for legitimate purposes, unethical/unfair actions concerning Company vendors/suppliers, malafide manipulation of Company records, discrimination to the Code of Conduct in an anonymous manner.

The Policy also provides adequate protection to all its stakeholders who report unethical practices and irregularities.

Any incidents that are reported are investigated and suitable action is taken in line with the Company's Whistle Blower Policy. No person is denied access to the Audit Committee.

The Whistle Blower Policy aims to:

- allow and encourage stakeholders to bring to the management's notice concerns about unethical behaviour;
- provide protection against victimisation;
- ensure timely and consistent organisational response; and
- build and strengthen a culture of transparency and trust.

The Whistle Blower Policy has been appropriately communicated within the Company and its Group and is also available on the Company's website at <https://www.asianpaints.com/WBPolicy.html>.

COMPLIANCE MANAGEMENT

The Company has in place a comprehensive and robust legal compliance management digital tool, which is devised to ensure compliance with all applicable laws which impact the Company's business. Automated alerts are sent to compliance owners to ensure compliance within stipulated timelines. The portal has a dedicated license module wherein all the licenses applicable to various locations of the Company are updated and tracked for renewal. Alerts for renewal of licenses is sent at the frequency set in the portal based on regulatory requirements.



This proactive measure helps keep everyone on track and avoid any penalties or other legal issues that could arise from non-compliance. The compliance owners certify the compliance status which is reviewed by compliance approvers and a consolidated dashboard is presented to the respective functional heads and Compliance Officer. A certificate of compliance with all applicable laws and regulations along with the corrective and preventive action, if any, is placed before the Audit Committee and Board of Directors on a quarterly basis.

Additionally, the Company has also implemented a centralised automated tool designed to streamline the monitoring and management of show cause notices/ inspection reports/visit reports/other communication ("notices") received from the statutory authorities. It automatically sends alerts to Central Functions and Business Heads when a notice is uploaded and allows them to suggest modifications to responses to the notices prepared by the team. This tool enables the Company to efficiently track the status of notices received across all locations and link related notices from the same authority. It also supports the generation of customised reports and dashboards, providing a clear view of the notices received and their status, thereby facilitating a seamless review process.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy of the Company, *inter alia*, provides that the Nomination and Remuneration Committee shall: (i) formulate the criteria for Board membership, including the appropriate mix of Executive & Non-Executive Directors; (ii) lay down the criteria for appointment in Senior Management positions; (iii) approve and recommend compensation packages and policies for Directors and Senior Management; (iv) lay down the process for the effective manner of performance evaluation of the Board, its Committees and the Directors; and (v) play the role of Compensation Committee in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and administer the Asian Paints Employee Stock Option Plan 2021.

During the year under review, the Nomination and Remuneration Policy was amended to, *inter alia*, include the revised definition of senior management to reflect the intent of the law in letter and spirit.

The salient features of the Nomination and Remuneration Policy of the Company are outlined in the Report of Corporate Governance forming part of this Integrated Annual Report. The Policy is also available on the Company's website at <https://www.asianpaints.com/NRCPolicy.html>.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The remuneration paid to the Directors, Key Managerial Personnel and senior management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 read with Schedule II of the Listing Regulations. Further details on the same are given in the Report of Corporate Governance forming part of this Integrated Annual Report.

Mr. Amit Syngle, Managing Director & CEO of the Company, has not received any remuneration or commission from any of the subsidiary companies. Further, the Company does not have any holding company, hence, a circumstance of any remuneration or commission from a holding company does not arise.

The information required under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors and employees of the Company is set out in Annexure (C) to this Report.

BOARD EVALUATION

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for effective evaluation of the performance of the Directors, Committees of the Board, and the Board as a whole. During the year under review, the Nomination and Remuneration Committee engaged Egon Zehnder, external consultant, to conduct the evaluation of the Board, Committees thereof, and the Directors.

The criteria for the evaluation and the outcomes thereto are set out in the Report of Corporate Governance forming part of this Integrated Annual Report.

ASIAN PAINTS EMPLOYEE STOCK OPTION PLAN 2021 ("2021 PLAN")

The shareholders of the Company at their 75th AGM held on 29th June 2021, have authorised the Board to offer, issue, and provide stock options to the eligible employees of the Company and its subsidiaries under the 2021 Plan.

The 2021 Plan was introduced to incentivise, retain, and attract key talent through a performance-based stock option grant program and consequently enhance shareholder value.

The 2021 Plan aims to create a sense of ownership among the eligible employees and to align their medium and long-term compensation with the Company's performance.

Board's Report (Contd.)

The vesting criteria are primarily based on the achievement of annual performance parameters by the eligible employees, number of years of service, and such other criteria as may be prescribed by the Nomination and Remuneration Committee i.e., the Administrator, from time to time. The exercise price for stock options granted to eligible employees is at 50% of the "Reference Share Price" of the Company (as defined under the 2021 Plan).

The equity shares transferred under the 2021 Plan pursuant to exercise ranks *pari-passu* with the existing equity shares of the Company.

The details of the stock options granted under the 2021 Plan and the disclosures in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") are set out in Annexure (D) and are available on the Company's website at <https://www.asianpaints.com/AnnualReports.html>.

The 2021 Plan is being implemented in accordance with the provisions of the Act and the SEBI SBEB Regulations.

The certificate from the Secretarial Auditor on the implementation of the 2021 Plan in accordance with Regulation 13 of the SEBI SBEB Regulations, has been uploaded on the Company's website at <https://www.asianpaints.com/AnnualReports.html>. The certificate will also be available for electronic inspection by the members during the AGM of the Company.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

During the financial year 2023-24, the Company has spent ₹ 91.26 crores towards CSR expenditure, including set-off of excess CSR spends of ₹ 0.22 crore made by the Company in the previous financial years, in terms of the CSR annual action plan approved by the CSR Committee and the Board of Directors, from time to time. The CSR initiatives of the Company were under the thrust area of health & hygiene, enhancing vocational skills, water stewardship, and disaster management.

The CSR annual action plan of the Company for the financial years 2023-24 and 2024-25 is available on the Company's website at <https://www.asianpaints.com/about-us.html>.

The CSR Committee confirms that the implementation and monitoring of the CSR Policy was done in compliance with the CSR objectives and policy of the Company.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March 2024, in accordance with Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules") is set out in Annexure (E) to this Report. During the year, no revision was made to the CSR Policy of the Company.

A synopsis of the report of the independent agency for the CSR projects, to which impact assessment is applicable in terms of the provisions of Section 135 of the Act read with the CSR Rules, has been provided as part of the said annual report on CSR. The detailed report is available on the Company's website at <https://www.asianpaints.com/about-us.html>.

RISK MANAGEMENT

The Company recognises that risk is an integral and inevitable part of business and it is fully committed to managing the risks proactively and efficiently. Our success as an organisation depends on our ability to identify and leverage the opportunities while managing the risks. The Company has a disciplined process for continuously assessing risks, in the internal and external environment along with minimising the impact of risks. The Company incorporates the risk mitigation steps in its strategy and operating plans.

The objective of the Risk Management process in the Company is to enable value creation in an uncertain environment, promote good governance, address stakeholder expectations proactively, and improve organisational resilience and sustainable growth.

The Company has in place a Risk Management Policy which articulates the approach to address the uncertainties in its endeavour to achieve its stated and implicit objectives. The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and to ensure that all short-term and long-term implications of key strategic and business risks are identified and addressed by the management. The Audit Committee takes the mantle of reviewing the risk management systems of the Company.

During the year, the Company has also reviewed its Risk Management Policy and no revision was made in the said Policy. The Company regularly identifies uncertainties and after assessing them, devises short-term and long-term actions to mitigate any risk which could materially impact the Company's long-term plans. Mitigation plans for significant risks are well integrated with business plans and are reviewed on a regular basis by the senior leadership.

The Company periodically reviews and improves the adequacy and effectiveness of its risk management systems considering the rapidly changing business environment and evolving complexities. The Company, through the risk management process, aims to contain the risk within the risk appetite.



There are no risks which in the opinion of the Board threaten the existence of the Company. Further, some of the risks that may pose challenges are set out in the Governance section forming part of this Integrated Annual Report.

The Risk Management Policy of the Company is available on the Company's website at <https://www.asianpaints.com/RMPolicy.html>.

INTEGRATED ANNUAL REPORT

The Company continues with its integrated reporting journey in the current financial year, aligning with its purpose of bringing joy to people's lives. This is the fourth year of publication of the Integrated Annual Report of the Company in line with the <IR> framework published by the International Financial Reporting Standards Foundation (IFRS).

The Global Reporting Initiative reported in this Integrated Annual Report have been subject to Reasonable/Limited Assurance. The Assurance Report issued by Price Waterhouse Chartered Accountants LLP has been annexed to this Integrated Annual Report.

The Integrated Annual Report comprises both financial and non-financial information to illustrate how different 'capitals' are deployed to enable the creation of value, thereby enabling the members to make well-informed decisions and have a better understanding of the Company's long-term perspective and value creation for all the stakeholders.

The Integrated Annual Report, this year, is structured around Environmental, Social and Governance ("ESG") commitments and how they are integrated into the Company's business strategy. The Company's focus on creating sustainable operations, supported by empowered people and world-class governance, helps to build and grow the Company's business seamlessly.

The key initiatives taken by the Company, *inter alia*, with respect to the stakeholder engagement, ESG, Health & Safety of employees/workers, and progress against ESG commitments have been provided separately under various sections of this Integrated Annual Report.

The Board acknowledges its responsibility for the integrity of the report and the information contained therein.

Corporate Governance Report

In compliance with Regulation 34(3) of the Listing Regulations, a separate report on the Corporate Governance, as stipulated under the Listing Regulations is presented in a separate section forming part of this Integrated Annual Report.

Business Responsibility and Sustainability Report

In compliance with Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") on the environmental, social, and governance disclosures, including BRSR Core consisting of Key Performance Indicators as stipulated under the Listing Regulations is presented in a separate section forming part of this Integrated Annual Report.

ANNUAL RETURN

In accordance with Section 92(3) read with Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as of 31st March 2024 in Form MGT-7, is available on the Company's website at <https://www.asianpaints.com/AnnualReports.html>. The Annual Return will be submitted to the Registrar of Companies within the timelines prescribed under the Act.

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committee has also been set up to redress any such complaints received.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. Further, the Policy also gives shelter to contract workers, probationers, temporary employees, trainees, apprentices of the Company and any person visiting the Company at its office.

The Company periodically conducts sessions for employees across the organisation to build awareness about the Policy and the provisions of the Prevention of Sexual Harassment Act.

Complaints of sexual harassment received during the financial year 2023-24 by the Company were investigated in accordance with the procedures prescribed and adequate steps were taken to resolve them. Further details with respect to the complaints of sexual harassment are provided in the Report on Corporate Governance forming part of this Integrated Annual Report.

The Company's Policy for prevention of sexual harassment is available on the Company's website at <https://www.asianpaints.com/POSHPolicy.html>.

Board's Report (Contd.)

REGISTRAR AND SHARE TRANSFER AGENT

Pursuant to an Order dated 18th December 2023 passed by the Mumbai Bench of the National Company Law Tribunal, TSR Consultants Private Limited, Registrar and Share Transfer Agent of the Company has been amalgamated with Link Intime India Private Limited ("LI IPL") with effect from 22nd December 2023.

LI IPL is the Registrar and Share Transfer Agent of the Company.

SHARE CAPITAL

During the financial year 2023-24, there was no change in the authorised, issued, subscribed, and paid-up share capital of the Company.

Confirmations:

- a. During the year under review, the Company has not:
 - i) issued any shares, warrants, debentures, bonds, or any other convertible or non-convertible securities.
 - ii) issued equity shares with differential rights as to dividend, voting or otherwise.
 - iii) issued any sweat equity shares to its Directors or employees.
 - iv) made any change in voting rights.
 - v) reduced its share capital or bought back shares.
 - vi) changed the capital structure resulting from restructuring.
 - vii) failed to implement any corporate action.
- b. The Company's securities were not suspended for trading during the year.
- c. The disclosure pertaining to the explanation for any deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc., is not applicable to the Company.

UNCLAIMED DIVIDEND

In terms of applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), unclaimed dividend amounting to ₹ 2.51 crores was transferred by the Company to the Investor Education and Protection Fund ("IEPF"), established by the Government of India, during the year under review.

Further, 8,32,780 shares were transferred to the demat account of the IEPF Authority during the year under review, in accordance with the IEPF Rules, as the dividend(s) has not been claimed by the shareholders for 7 consecutive years or more.

The details of unclaimed dividend lying in the unclaimed dividend accounts of the Company and details of resultant benefits arising out of shares already transferred to IEPF as on 31st March 2024 is provided in the General Shareholder Information section forming part of this Integrated Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in the future.

The Competition Commission of India ("Commission") had passed a prima facie Order dated 14th January 2020 directing the Director General ("DG") to conduct an investigation against the Company, under the provisions of Section 26(1) of the Competition Act, 2002 ("the Competition Act"). Based on this Order, the DG initiated the investigation against the Company and on 17th December 2021 submitted its consolidated Investigation Report to the Commission.

The Hon'ble Commission vide its Order dated 8th September 2022 had noted that the Company has not contravened any charging sections i.e., Sections 3(4) and 4 read with Section 3(1) of the Competition Act. The said Order of the Hon'ble Commission has been appealed in the National Company Law Appellate Tribunal by the complainants.

LOANS AND INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March 2024, are set out in Note no. 35(B) to the standalone financial statements of the Company.

DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.



COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by ICSI on Meetings of the Board of Directors, General Meetings, and voluntarily the Secretarial Standards on Dividend and Report of the Board of Directors.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on the conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is set out in the Annexure (F) to this Report.

AWARDS AND ACCOLADES

The details of some of the significant accolades earned by the Company during the financial year 2023-24 have been provided as part of this Integrated Annual Report.

OTHER DISCLOSURES

During the year under review:

- a. No credit rating has been obtained by the Company with respect to its securities. Further, the details of the credit rating obtained by the Company with respect to its long-term and short-term borrowings have been provided separately in the General Shareholder Information section of this Integrated Annual Report.

- b. No application has been made under the Insolvency and Bankruptcy Code, 2016. Hence, the requirement to disclose the details of the application made or any proceeding pending under the said Code during the year along with their status as at the end of the financial year is not applicable.
- c. The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

APPRECIATION

The Board of Directors places on record sincere gratitude and appreciation for all the employees of the Company. Our consistent growth has been possible through their hard work, solidarity, cooperation, and dedication during the year.

The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory, and government authorities for their continued support.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 9th May 2024

Annexure (A-1) to Board's Report

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To:
The Members,
Asian Paints Limited,
6A, Shantinagar,
Santacruz (East),
Mumbai – 400 055.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Asian Paints Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2024 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).
- (vi) **I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
- (a) The Water (Prevention and Control of Pollution) Act, 1974 and the Water (Prevention and Control of Pollution) Rules, 1975;
 - (b) The Air (Prevention and Control of Pollution) Act, 1981 and the Air (Prevention and Control of Pollution) Rules, 1982;
 - (c) The Environment Protection Act, 1986 and Rules & Regulations thereunder;
 - (d) The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989;
 - (e) The Legal Metrology Act, 2009 and Rules & Regulations thereunder;



- (f) The Regulation on Lead Contents in Household and Decorative Paints Rules, 2016; and
- (g) The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board meetings and Committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Board of Directors of the company at its meeting held on 28 March 2024 approved the Scheme of Amalgamation of Maxbhumi Developers Limited (Transferor Company 1) and Sleek International Private Limited (Transferor Company 2), wholly-owned subsidiaries of Asian Paints Limited (Transferee Company/the Company), with the Company [Scheme] in accordance with the provisions of sections 230 to 232 of the Companies Act, 2013 and other applicable laws, subject to other necessary statutory and regulatory approvals, including approval of the Hon'ble National Company Law Tribunal, Mumbai [NCLT]. The appointed date for the said Scheme is 1 April 2024 or such other date as may be approved by the NCLT or any other Competent Authority.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune

Date: 9th May 2024

UDIN: F001370F000341094

Peer Review Certificate No.: 1206/2021

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure (A-1) to Board's Report (Contd.)

Annexure to the Secretarial Audit Report

To:

The Members,
Asian Paints Limited,
6A, Shantinagar,
Santacruz (East),
Mumbai – 400 055.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune

Date: 9th May 2024

UDIN: F001370F000341094

Peer Review Certificate No.: 1206/2021

Annexure (A-2) to Board's Report

SECRETARIAL COMPLIANCE REPORT OF ASIAN PAINTS LIMITED FOR THE YEAR ENDED 31ST MARCH 2024

[Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have examined:

- (a) all the documents and records made available to us and explanation provided by Asian Paints Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the listed entity during the Review Period);

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable to the listed entity during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the listed entity during the Review Period);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and clauses 6(A) and 6(B) of the circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries";

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has taken the following actions to comply with the observations made in the previous reports:- Not Applicable.

In respect of following matters, the listed entity has complied with as specified below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Secretarial Standards The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity; and All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-

Annexure (A-2) to Board's Report (Contd.)

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The listed entity is maintaining a functional website; Timely dissemination of the documents/information under a separate section on the website; and Web-links provided in annual corporate governance reports under regulation 27(2) of the SEBI LODR are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	-
4.	Disqualification of Director: None of the Director(s) of the listed entity is disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	Details related to subsidiaries of listed entity examined with respect to: <ol style="list-style-type: none"> Identification of material subsidiary companies; and Requirements with respect to disclosure of material as well as other subsidiaries. 	Yes	-
6.	Preservation of documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: <ol style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all related party transactions; and In case where no prior approval was obtained, the listed entity provided detailed reasons along with confirmation that the transactions are being subsequently approved/ratified by the Audit committee. 	Yes	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III to the SEBI LODR within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulations/circulars/guidance notes, etc.	Yes	-

**Assumptions and Limitation of Scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune

Date: 9th May 2024

UDIN: F001370F000341149

Peer Review Certificate No.: 1206/2021

Annexure (B) to Board's Report

FORM AOC-2

[Pursuant to Section 134(3)(h) of the Companies Act, 2013 ("the Act") read with Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Act including certain arm's length transactions under the fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name of the related party and nature of relationship	
b.	Nature of the contracts/arrangements/transactions	
c.	Duration of the contracts/arrangements/transactions	
d.	Salient terms of the contracts/arrangements/transactions including the value, if any	
e.	Justification for entering into such contracts/arrangements/transactions	Not Applicable
f.	Date of approval by the Board	
g.	Amount paid as advance, if any	
h.	Date on which the resolution was passed in general meeting as required under the first proviso to Section 188 of the Act	

2. Details of material contracts or arrangements or transactions at arm's length basis

a.	Name of the related party and nature of relationship	
b.	Nature of the contracts/arrangements/transactions	
c.	Duration of the contracts/arrangements/transactions	
d.	Salient terms of the contracts/arrangements/transactions including the value, if any	Not Applicable
e.	Date of approval by the Board, if any	
f.	Amount paid as advance, if any	

During the financial year 2023-24, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis and were approved by the Audit Committee of the Company.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 9th May 2024

Annexure (C) to Board's Report

STATEMENT OF DISCLOSURE OF REMUNERATION

[Pursuant to Section 197(12) of the Companies Act, 2013 ("the Act") and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Remuneration details of Directors and Key Managerial Personnel of the Company for the financial year 2023-24 is as follows:

Sr. No.	Name	Designation	Remuneration (in ₹)	Ratio to median Remuneration [§]	Percentage Increase/Decrease in the Remuneration
1.	R Seshasayee [¶]	Independent Director & Chairman	66,00,000	5.22	0.61
2.	Manish Choksi	Non-Executive Director & Vice-Chairman	63,00,000	4.98	(0.32)
3.	Amit Syngle [*]	Managing Director & CEO	18,82,19,851	148.73	2.27
4.	Malav Dani	Non-Executive Director	58,00,000	4.58	2.11
5.	Amrita Vakil	Non-Executive Director	56,00,000	4.43	2.19
6.	Jigish Choksi	Non-Executive Director	56,00,000	4.43	6.06
7.	Nehal Vakil	Non-Executive Director	54,00,000	4.27	4.65
8.	Milind Sarwate	Independent Director	65,00,000	5.14	3.50
9.	Ireena Vittal [§]	Independent Director	43,00,000	3.40	@
10.	Soumitra Bhattacharya [§]	Independent Director	31,50,000	2.49	@
11.	Deepak Satwalekar [~]	Independent Director & Chairman	27,00,000	2.13	@
12.	Ashwin Dani [^]	Non-Executive Director	26,75,000	2.11	@
13.	Vibha Paul Rishi [#]	Independent Director	69,00,000	5.45	9.18
14.	Suresh Narayanan [#]	Independent Director	62,00,000	4.90	0.32
15.	Pallavi Shroff [#]	Independent Director	58,00,000	4.58	5.07
16.	R J Jeyamurugan ^{**}	CFO & Company Secretary	4,31,09,020	34.06	16.75

[¶] Mr. R Seshasayee was appointed as the Chairman of the Board and the Company with effect from 1st October 2023.

[§] Mrs. Ireena Vittal and Mr. Soumitra Bhattacharya were appointed as Independent Directors with effect from 25th July 2023 and 26th October 2023, respectively.

[~] Mr. Deepak Satwalekar ceased to be an Independent Director and Chairman of the Board and the Company with effect from the close of business hours on 30th September 2023 upon completion of his term.

[^] Mr. Ashwin Dani passed away on 28th September 2023.

[#] Mrs. Vibha Paul Rishi, Mr. Suresh Narayanan, and Mrs. Pallavi Shroff ceased to be the Independent Directors of the Company with effect from the close of business hours on 31st March 2024, upon completion of their respective terms.

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2023-24 and include commission and sitting fees paid to Directors during the financial year.
- The remuneration to Directors is within the overall limits approved by the shareholders of the Company.
- @ Percentage increase/decrease in remuneration is not reported as they were holding directorship for part of the financial year 2023-24 and/or they were appointed during the financial year 2023-24.
- * The remuneration paid includes commission of ₹ 8,82,00,000 (50% of the variable pay) as compared to last year of ₹ 10,19,00,000 (65% of the variable pay) and excludes ₹ 8,82,00,000 worth of stock options granted in accordance with the Asian Paints Employee Stock Option Plan ("2021 Plan") for the financial year 2023-24. The stock options would vest on fulfilment of vesting conditions in accordance with the 2021 Plan. Taxable value of perquisite for car allowance has been considered in the aforesaid computation.
- ** The remuneration paid during the year includes variable pay for the financial year 2022-23. Further, the remuneration paid excludes ₹ 61,00,000 worth of stock options granted in accordance with the 2021 Plan for the financial year 2023-24. The stock options would vest on fulfilment of vesting conditions in accordance with the 2021 Plan.
- § The median remuneration of all employees per annum was ₹ 12,65,503 and ₹ 11,90,904 for the financial year 2023-24 and 2022-23, respectively. The increase in median remuneration of employees for the financial year 2023-24, as compared to financial year 2022-23 is 6.26%.
- The increase in average salary of employees (other than Key Managerial Personnel) for the financial year 2023-24, as compared to financial year 2022-23 is 14.78% (including performance-based incentive) for those employees who are present throughout last & current financial year.
- The increase in remuneration of employees other than the Key Managerial Personnel is in line with the increase in remuneration of Key Managerial Personnel.

Annexure (C) to Board's Report (Contd.)

B. Number of permanent employees on rolls of the Company as on 31st March 2024:

	No. of employees
Executive/Manager cadre	1,615
Staff	6,189
Operators/Workmen	1,678
Total	9,482

- C.** It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Nomination and Remuneration Policy of the Company.
- D.** The statement containing names of the top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forming part of this Report is open for inspection by the members through electronic mode. Any member interested in obtaining a copy of the same may write to the Company Secretary.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai

Date: 9th May 2024

Annexure (D) to Board's Report

DISCLOSURE IN RELATION TO ASIAN PAINTS EMPLOYEE STOCK OPTION PLAN 2021

[Pursuant to Regulation 14 read with Part F of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014]

All the relevant details of the Company's Employee Stock Option Plan are provided below and are also available on the website of the Company at <https://www.asianpaints.com/AnnualReports.html>.

(A) Relevant disclosures in terms of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time:

Refer Note no. 34(3) forming part of the standalone financial statements and Note no. 32(3) of the consolidated financial statements for the financial year 2023-24. Please note that the said disclosure is provided in accordance with the Indian Accounting Standards (Ind AS) 102 – Share Based Payment.

(B) Diluted EPS on issue of shares pursuant to all the schemes covered under the SEBI SBEB Regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by the Central Government or any other relevant Accounting Standards as issued from time to time:

Refer Note no. 31 forming part of the standalone financial statements and Note no. 30 of the consolidated financial statements for the financial year 2023-24. Please note that the said disclosure is provided in accordance with the Indian Accounting Standards (Ind AS) 33 – Earnings per share.

(C) Details related to Asian Paints Employee Stock Option Plan 2021 ("2021 Plan"):

Sr. No.	Particulars	Details of 2021 Plan
(i)	General terms and conditions of 2021 Plan:	
(a)	Date of shareholders' approval	29 th June 2021
(b)	Total number of options approved under 2021 Plan	25,00,000 stock options will be granted over 10 (ten) years period of the 2021 Plan.
(c)	Vesting requirements	<p>The vesting period shall be decided by the Nomination and Remuneration Committee ("the Committee/NRC") from time to time in accordance with the 2021 Plan, however, the minimum vesting period shall not be less than 12 months from the date of grant of the stock options (or such other period as required under the SEBI SBEB Regulations as in effect from time to time) and the maximum vesting period shall not be more than 48 months from the date of grant of the stock options. Vesting may happen in one or more tranches.</p> <p>The vesting will be in accordance with the 2021 Plan and SEBI SBEB Regulations as in effect from time to time.</p>
(d)	Exercise price or pricing formula	<p>The exercise price for any stock options granted to eligible employee shall be 50% to the "Reference Share Price" of the shares of the Company (rounded off to the next whole number, if not a whole number).</p> <p>"Reference Share Price" means the average of the daily high and low of the volume weighted average prices of the shares quoted on a recognised stock exchange during the 22 trading days preceding the day on which the grant is made.</p>
(e)	Maximum term of options granted	The maximum vesting period shall not be more than 48 months from the date of grant of the stock options.

Annexure (D) to Board's Report (Contd.)

Sr. No.	Particulars	Details of 2021 Plan
(f)	Source of shares (primary, secondary or combination)	The 2021 Plan envisages a combination of fresh issue of shares and secondary (market) purchase of shares of the Company [through Asian Paints Employee Stock Ownership Trust ("ESOP Trust") to the extent of the secondary market purchase] subject to the regulatory approvals. The Administrator (being the NRC) has the sole discretion to determine the break-up between primary issuance and secondary acquisition – to the extent that there may be only primary issuance (and no secondary acquisition) or only secondary acquisition (and no primary issuance) during the tenure of the 2021 Plan.
(g)	Variation in terms of options	No variation/modification/amendment was made in the term of options during the financial year 2023-24.
(ii)	Method used to account for stock options	Fair Value Method
(iii)	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company	Not Applicable
(iv)	Option movement during the year:	
	Number of options outstanding at the beginning of the period	3,37,957
	Number of options granted during the year	12,891
	Number of options forfeited/lapsed during the year	8,997
	Number of options vested during the year	88,378
	Number of options exercised during the year	2,084
	Number of shares arising as a result of exercise of options	2,084
	Money realised by exercise of options (₹), if scheme is implemented directly by the Company	Not Applicable
	Loan repaid by the Trust during the year from exercise price received	₹ 0.32 crore
	Number of options outstanding at the end of the year	3,39,767
	Number of options exercisable at the end of the year	99,392
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Refer Annexure 1
(vi)	Employee wise details of options granted during FY 2023-24 to:	
(a)	Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Refer Annexure 2
(b)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Refer Annexure 2
(c)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None

Sr. No.	Particulars	Details of 2021 Plan
(vii)	Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
(a)	Weighted-average values of share price Exercise price Expected volatility Expected option life Expected dividends Risk-free interest rate Any other inputs to the model	Refer Annexure 1
(b)	The method used and the assumptions made to incorporate the effects of expected early exercise	The fair value of options has been calculated by using Black Scholes Model
(c)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility?	Refer Annexure 1
(d)	Whether and how any other features of the option granted were incorporated into the measurement of fair value, such as a market condition?	Not Applicable
(viii)	Disclosures in respect of grants made in three years prior to IPO under each ESOS	Not Applicable

(D) Details related to Trust:

Given below are the details, *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the 2021 Plan under the SEBI SBEB Regulations:

(i) General information on 2021 Plan:

Sr. No.	Particulars	Details
(a)	Name of the Trust	Asian Paints Employees Stock Ownership Trust
(b)	Details of the Trustee(s)	1) Barclays Wealth Trustees (India) Private Limited - Designated Trustee 2) Mr. Amit Kumar Singh - Other Trustee 3) Mr. Sachin Singh - Other Trustee
(c)	Amount of loan disbursed by the Company/any company in the Group, during the year	Nil
(d)	Amount of loan outstanding (repayable to Company/any company in the Group) as at the end of the year	₹ 110.68 crores
(e)	Amount of loan, if any, taken from any other source for which Company/any company in the Group has provided any security or guarantee	Nil
(f)	Any other contribution made to the Trust during the year	Nil

Annexure (D) to Board's Report (Contd.)

(ii) Brief details of transactions in shares by the Trust:

Sr. No.	Particulars	Details
(a)	Number of shares held at the beginning of the year (1 st April 2023)	3,57,659
(b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(c)	Number of shares transferred to the employees/sold along with the purpose thereof	Number of shares sold by the Trust in FY 2023-24: 1,210 Number of shares transferred to the employee in FY 2023-24 pursuant to exercise: 874
(d)	Number of shares held at the end of the year (31 st March 2024)	3,55,575

(iii) In case of secondary acquisition of shares by the Trust:

Sr. No.	Shares	In number	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
(a)	Held at the beginning of the year	3,57,659	0.04%
(b)	Acquired during the year	Nil	Nil
(c)	Sold during the year	1,210	*
(d)	Transferred to the employees during the year	874	*
(e)	Held at the end of the year	3,55,575	0.04%

*Less than 0.01%

Notes:

- There was no change in the 2021 Plan since its implementation and the 2021 Plan is in compliance with the SEBI SBEB Regulations.
- Grant for FY 2023-24
1,90,744 stock options were granted to the eligible employees for the financial year 2023-24, by the NRC at its meeting held on 27th April 2024, basis their performance for the financial year 2023-24.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 9th May 2024

Annexure 1

a) Details of stock options granted during the year:

Particulars	Grant 3 [#]	Grant 4 [^]	Grant 5 [^]	Grant 6 [^]	Grant 7 [^]
Financial Year	2021-22	2022-23	2022-23	2022-23	2022-23
Grant Date	10 th February 2022	6 th June 2022	8 th September 2022	19 th January 2023	31 st March 2023
Vesting Date	1 st April 2025	31 st March 2026 & 1 st April 2026	1 st April 2026	1 st April 2026	1 st April 2026
Fair Value at Grant Date (₹)	1,884.83	1,768.00	2,098.00	1,769.00	1,649.00
Exercise Price (₹)*	1,632.53	1,478.00	1,706.00	1,505.00	1,412.00
Options outstanding at the beginning of the year	3,741	1,22,346	6,312	1,174	1,124
Options granted during the year	238	12,653	0	0	0
Options exercised during the year	0	0	0	0	0
Options forfeited during the year	0	0	0	0	0
Options lapsed during the year	129	3,916	344	590	294
Balance as at year end	3,850	1,31,083	5,968	584	830
Exercisable at period end	73	1,121	-	-	-
Weighted-average remaining contractual life (years)	2	3	3	3	3

[#] During the year, NRC approved an additional grant of stock options for the financial year 2021-22.

[^] Grants have been revised basis performance for the financial year 2022-23, in financial year 2023-24 as per the 2021 Plan.

* Represents weighted average exercise price for respective option series.

b) Fair Value of stock options granted during the year:

Fair Value of stock options was calculated using the Black Scholes Model. The key assumptions used for calculating the option fair value are as follows:

Grant date	Risk free interest rate	Expected option life	Expected volatility	Expected dividend	Market price at the time of grant of the option (₹)	Exercise price
Assumptions	Zero Coupon Sovereign Bond Interest Rate equivalent for option life (%)	Tenure to vesting of option and half of exercise period assuming even exercise of options during exercise period	Based on daily volatility for period equivalent for option life (%)	Dividend yield is calculated as dividend paid in last FY divided by current share price (%)		50% of Reference Share Price
Grant 3 10 th February 2022	5.57	3.63 years	33.93	0.55	3,228.35	1,632.53
Grant 4 6 th June 2022	7.17	4.32 years	33.76	0.66	2,886.90	1,478.00
Grant 5 8 th September 2022	7.08	4.06 years	34.71	0.56	3,400.35	1,706.00
Grant 6 19 th January 2023	7.22	3.69 years	34.75	0.65	2,945.25	1,505.00
Grant 7 31 st March 2023	7.28	3.50 years	34.59	0.69	2,770.50	1,412.00

Annexure (D) to Board's Report (Contd.)

Annexure 2

Details of stock options granted during the year to senior managerial personnel as on 31st March 2024 and details of employee to whom stock options more than 5% was granted during the year:

Sr. No.	Participants	Designation	Grant 3 [#]	Grant 4*	Grant 5*	Grant 7*
1.	Amit Syngle [®]	Managing Director & CEO	-	30,996	-	-
2.	Aashish Kshetry	Vice President - Systems	-	1,697	-	-
3.	Alok Agrawal	General Manager - Internal Audit & Risk	-	679	-	24
4.	Amit Kumar Singh	Associate Vice President - Corporate Affairs & CSR	-	2,037	-	-
5.	Gagandeep Kalsi	Associate Vice President - Strategy, Business Development	-	1,697	690	-
6.	Harish Lade	Senior Vice President - Supply Chain	-	2,715	-	-
7.	Pragyan Kumar	Chief Executive - Asian Paints International Private Limited, wholly-owned subsidiary	-	2,433	-	-
8.	Rahul Bhatnagar	President - Project Sales, R&T, Industrial JVs	-	7,071	-	-
9.	R J Jeyamurugan	CFO & Company Secretary	-	2,715	-	-
10.	Sameer Salvi	Vice President - Backward Integration Businesses, Mantech & Strategy	-	2,037	-	-
11.	Savitha Shivsankar	Chief Human Resources Officer	238	3451	-	-
12.	Shyam Swamy	Vice President - Home Improvement, Décor, Services & Retailing	-	1,245	-	-
13.	Vishu Goel	Associate Vice President - Retail Sales, Commercial & Marketing	-	1,245	483	-

[#] During the year, NRC approved an additional grant of stock options for the financial year 2021-22.

* Grants have been revised based on performance for the financial year 2022-23, in the financial year 2023-24 as per the 2021 Plan.

[®] Stock options granted were more than 5% of the stock options granted for the financial 2022-23.

Notes:

- The exercise price of Grant 3 is ₹ 1,632.53, Grant 4 is ₹ 1,478.00, Grant 5 is ₹ 1,706.00 and Grant 7 is ₹ 1,412.00 per stock option. The exercise price of stock options granted to eligible employees is at 50% of the "Reference Share Price" of the Company, as defined under the 2021 Plan.
- No stock options were granted under Grant 6 to the senior managerial personnel.
- 91,229 stock options were granted to Mr. Amit Syngle and the senior management, for the financial year 2023-24, by the NRC at its meeting held on 27th April 2024, basis their performance for the financial year 2023-24.

Annexure (E) to Board's Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief Outline of CSR Policy

Over the years, the Company has been focusing on its vision of 'Bringing joy to people's lives' through responsible business practices that not only cover the business activities, but also the communities around us. The CSR activities are designed to deliver maximum impact with trust, fairness, and care being our guiding principles. Governed by our CSR Policy, we strive to uplift marginalised communities by addressing key social, economic, and environmental issues.

The Company's CSR philosophy is based on the keystones of:

- actively initiating and participating in projects that together make it the local lighthouse for the region which significantly improves the lives of the people where it operates and is present.
- providing vocational training and imparting skilling to enhance the livelihood and skills of people who are primarily from the unorganised sector.
- commitment to create social and economic value as a corporate citizen and encouraging employees to participate and contribute to our various CSR programmes.
- managing the Company's operations using principles of sustainable development to minimise resource footprint and protect the health & safety of all the stakeholders.

As a reflection of our commitment, the Company has adopted Environmental, Social and Governance ("ESG") goals which will serve as a road map to navigate forward, *inter alia*, relating to:

a. Community ownership

- skilling at 'Colour Academy', and
- beneficiaries impacted through healthcare initiatives

b. Water stewardship

As a responsible Company, we also focus towards mitigating the effects of the crisis created by natural disasters, pandemic, or likewise.

The Company has partnered with the Government on various instances to provide support and aid and have also worked with different partners for supporting communities during time of crisis under the thrust area of disaster management.

Key highlights of the activities undertaken during the year:

a. Enhancing Vocational Skills

Colour Academy empower communities by providing specialised vocational training in paint application, carpentry, plumbing, and masonry trainings for the benefit of our local communities. Our brick and mortar academies are situated in Tier 1 cities and major metropolitan areas, while our mobile academies serve Tier 2 cities, ensuring nationwide accessibility.

Additionally, our website offers access to curated training courses that can be accessed anytime, anywhere. We embarked on numerous initiatives across various communities to create opportunities for them to lead fulfilling lives and become self-sufficient earners.

b. Water Stewardship

Through the Company's CSR programmes and sustainability initiatives, the Company aims to create a lasting 'Watermark' that contributes holistically to the socio-economic and cultural transformation within its operational areas.

The Company envisions in creating its own impact assessment mode by leveraging technology and data to measure the transformative impact on communities. Innovation is the key in realising the Company's 'Watermark,' with various models tailored to implementation strategies.

AMOUNT SPENT ON CSR ACTIVITIES DURING FY 2023-24

Enhancing Vocational Skills	Water Stewardship	Health & Hygiene	Disaster Management
₹ 49.75 Crores	₹ 23.26 Crores	₹ 12.72 Crores	₹ 0.02 Crore

Annexure (E) to Board's Report (Contd.)

c. Health & Hygiene

We adopted a dual-pronged approach to healthcare, tailoring initiatives to cater to the various segments of society and address specific health needs based on geographical areas. This strategy enabled us to maximise the value of our healthcare initiatives and improve health outcomes across different communities.

d. Disaster Management

As part of our disaster management efforts, we contributed to relief, rehabilitation, and reconstruction activities. Our focus was on mitigating the impact of crises caused by natural disasters, pandemics, and similar events.

Employee Volunteering

Our aim is to be establish Asian Paints as a frontrunner in employee volunteering by 2025 through our 'SPARSH' programme. SPARSH aligns with our CSR goals, enabling employees to connect with their communities. It fosters holistic employee development, emphasising empathy, sensitivity, and responsibility.

By nurturing interpersonal and intrapersonal skills, the employee volunteering activities undertaken during the year were focused on promoting a culture of social responsibility and personal growth within our workforce.

To know more about our initiatives in the CSR section, please refer the detailed discussions under the Synergising Relationships section forming part of this Integrated Annual Report.

2. Composition of CSR Committee

Sr. No.	Name of Members	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
i.	Malav Dani, Chairman	Non-Executive Director	4	4
ii.	Amit Syngle	Managing Director & CEO	4	4
iii.	Amrita Vakil	Non-Executive Director	4	4
iv.	Deepak Satwalekar*	Independent Director	1*	0
v.	Vibha Paul Rishi ^{&}	Independent Director	4	4

Notes:

- * Mr. Deepak Satwalekar ceased to be a member of the Committee with effect from close of business hours on 30th September 2023, upon completion of his tenure as an Independent Director.
- [&] Mrs. Vibha Paul Rishi ceased to be a member of the Committee with effect from close of business hours on 31st March 2024, upon completion of her tenure as an Independent Director.
- Dr. Gopichand Katragadda, Independent Director, has been appointed as a member of the Committee with effect from 1st April 2024.
- Mr. R J Jeyamurugan, CFO & Company Secretary of the Company, acts as the Secretary to the CSR Committee.

3. Web-links where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company

Sr. No.	Particulars	Web-links
i.	Composition of CSR Committee	https://www.asianpaints.com/CommitteeComposition.html
ii.	CSR Policy	https://www.asianpaints.com/CSRPolicy.html
iii.	CSR Projects	https://www.asianpaints.com/CSRProjects2023-24.html

4. Executive summary along with web-links of Reports of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014

The Company had appointed independent agencies to undertake impact assessment for eligible CSR activities undertaken during the previous financial years.

During the year under review, the Company had engaged 5 independent agencies to conduct the impact assessment of 14 eligible CSR projects undertaken by the Company in the previous financial years as per the provisions of the Act.

Below is the executive summary of the reports of impact assessment of CSR projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 by independent agencies:

Particulars	Health & Hygiene (ICU Infrastructure and Oxygen Support Infrastructure)	Health & Hygiene (Mobile Healthcare Unit)	Water Stewardship (Water Resource Management, Development and Rainwater Harvesting)	Water Stewardship (Water Resource Management, Water Rejuvenation, Integrated Water Resource Management and Canal Channel Lining)	Enhancing Vocational Skills (Colour Academy)
Name of Independent agency conducting Impact Assessment	Mott MacDonald Private Limited	Renalysis Consultants Private Limited (CSR Box)	Renalysis Consultants Private Limited (CSR Box)	KPMG Assurance and Consulting Services LLP	Ormax Consultants
Scope of Project	<ul style="list-style-type: none"> i. Rural hospital readiness to provide treatment during the 'Golden Hour' of when an accident/emergency occurs. ii. To extend support to set up an oxygen plant at the Government area hospital, ensuring readiness to generate and supply adequate oxygen to patients, at the time of a medical emergency. 	<ul style="list-style-type: none"> i. Consultation to beneficiaries visiting the Static Healthcare Unit (SHU) and Mobile Health Care Unit (MHU). ii. Referral of patients to secondary and tertiary care for further treatment. iii. Conducting home visits of bedridden and follow-up patients. iv. Conducting basic lab tests and treatment for general weakness. v. Conducting health camps, awareness drives, and distribution of support equipment. 	<ul style="list-style-type: none"> i. Construction of Cement and Earthen Nala bunds. ii. Desilting of nala sites. iii. Establishment of community led institutions. iv. Construction of water retention tanks. v. Rejuvenation of water retention structure. 	<ul style="list-style-type: none"> i. Repairing of check dam and construction of check dam. ii. Rejuvenation of water bodies. iii. Construction of canal lining. iv. Promotion of agriculture activities through training, demonstrations and plantations. v. Management for enhancing livelihood. 	To provide vocational and skills-based training to painting contractors and plumbers.
Key highlights of impact created	<ul style="list-style-type: none"> i. Improved infrastructure at rural area hospitals has reduced visits of villagers to other health facilities. ii. Rural hospital is ready to handle emergency cases, critical medical cases and critical accident cases. iii. Villagers preferred to get treatment at the area hospital rather than other health facilities. 	<ul style="list-style-type: none"> i. 100% reduction in out-of-pocket expenditure on medical services. ii. Reduced visit of villagers to the nearby hospital, as MHU is conveniently located within walking distance. iii. Issues such as long travel time, loss of daily wages, and treatment cost were eradicated through MHU, impacting a considerable portion of respondents highlighting financial and continuity-of-care through MHU. 	<ul style="list-style-type: none"> i. Increase in brand awareness on water conservation amongst villagers. ii. Increase in multi-season cropping led by availability of water for irrigation. iii. Increase in the average income of farmers. iv. Increase in livestock owned by farmers. v. Increase in social return on investment. 	<ul style="list-style-type: none"> i. Increase in groundwater level in wells/borewells. ii. Increase in the number of months of availability of water post-monsoon. iii. Increase in multi-season cropping led by availability of water for irrigation. iv. Improvement in soil health due to balanced use of fertilizer, adoption of recommendations of soil testing report, and application of organic fertilizers. 	<ul style="list-style-type: none"> i. <u>Professional Impact:</u> <ul style="list-style-type: none"> a. Enhanced confidence and professionalism. b. Diversification of skills and business. c. Better customer handling by understanding their needs. d. Improved adaptability to face challenges



Annexure (E) to Board's Report (Contd.)

Particulars	Health & Hygiene (ICU Infrastructure and Oxygen Support Infrastructure)	Health & Hygiene (Mobile Healthcare Unit)	Water Stewardship (Water Resource Management, Development, and Rainwater Harvesting)	Water Stewardship (Water Resource Management, Water Rejuvenation, Integrated Water Resource Management and Canal Channel Lining)	Enhancing Vocational Skills (Colour Academy)
Key highlights of impact created	<p>i. Raise awareness about the Intensive Care Unit (ICU) facility among the community and the health workers in the village, to enhance accessibility to the area hospital for emergencies and effective beneficiary tracking.</p> <p>ii. Capacity building activities and training for existing staff.</p> <p>iii. To have/onboard trained staff, surgeons & doctors specifically for the ICU facility.</p>	<p>i. To allocate resources for strategic outreach and awareness campaigns to enhance the visibility of the MHU within the community.</p> <p>ii. To engage with the relevant government authorities to foster collaboration and alignment with existing healthcare infrastructure and policies.</p> <p>iii. Streamlining and efficient system for patient referrals and information exchange between the MHU and the Company's clinic could enhance the continuity of care for beneficiaries.</p>	<p>i. To provide revolving funds to farmers, encourage regular meetings and inter-learning practices.</p> <p>ii. To establish proper sewage management systems to prevent the mixing of sewage water with pond water.</p> <p>iii. Farmers should explore fish culture and cultivate fruits and vegetables in the bunds constructed.</p>	<p>v. Improvement in the knowledge level of the farmers regarding improved agricultural practices resulting in increase in net income of villagers.</p> <p>vi. Increase in water availability on productivity of livestock animals.</p> <p>vii. Reduction in expenses on drinking water.</p> <p>viii. Increased labour opportunities locally.</p>	<p>ii. <u>Financial Impact:</u></p> <p>a. Improved standard of living.</p> <p>b. Prioritising savings and investments thereby reducing financial stress and uncertainty.</p> <p>iii. <u>Interpersonal Impact:</u></p> <p>a. Adding value to every project by offering suitable solutions.</p> <p>b. Certification to participants resulting in credibility and trustworthiness from customers.</p>
Recommendation	<p>i. Courses should include aspects such as Time Management, Customers Negotiation and a dedicated course should be designed for Safety Training.</p> <p>ii. To include courses on new designs more frequently which shall help in meeting customer expectations and keeping up with trends to retain competitive edge.</p>	<p>i. To enhance community by including women participation, that will enable knowledge sharing, and sustainability of the interventions being carried out.</p> <p>ii. To ensure the sustainability of the interventions, local governance mechanisms/institutions must be further strengthened.</p> <p>iii. To leverage technology in agriculture, to move it from subsistence to enterprise level cultivation.</p>	<p>i. Courses should include aspects such as Time Management, Customers Negotiation and a dedicated course should be designed for Safety Training.</p> <p>ii. To include courses on new designs more frequently which shall help in meeting customer expectations and keeping up with trends to retain competitive edge.</p>		

Particulars	Health & Hygiene (ICU Infrastructure and Oxygen Support Infrastructure)	Health & Hygiene (Mobile Healthcare Unit)	Water Stewardship (Water Resource Management, Development and Rainwater Harvesting)	Water Stewardship (Water Resource Management, Water Rejuvenation, Integrated Water Resource Management and Canal Channel Lining)	Enhancing Vocational Skills (Colour Academy)
Recommendation	<p>iv. To create awareness of the installation of the oxygen plant among the community and also among the health workers.</p> <p>v. To dedicate technical resource who is responsible for the maintenance of the oxygen plant to reduce any non-functionality of the oxygen plant.</p> <p>vi. To focus on educating and engaging community health workers to drive increased patient engagement and participation.</p>	<p>iv. To expand services such as deploy female doctor (once a week) to provide gynaecology services, the inclusion of IV fluids and other emergency medications to cater to urgent medical needs, etc.</p> <p>v. To deploy Alternate Human Resources (in absence of regular resources).</p> <p>vi. To explore uncharted locations and accordingly, revise the schedule of services provided by MHU.</p>	<p>iv. To initiate construction work for water retention tank, nala bund, etc., in March and complete by May which will help in storage of rainwater of current year.</p> <p>v. To calculate the dimensions of the channel such that the water remains stored in the Earthen Nala bunds long enough for groundwater to rejuvenate.</p>	<p>iv. To ensure inclusiveness of all strata of the society, concrete beneficiary selection mechanism can be devised to ensure there is equal participation and equitable benefits sharing in the operational geography.</p> <p>v. Considering the improved water availability and accessibility, judicious water usage shall be promoted through formation of Water User Group/Farmers Field School.</p>	<p>iii. To integrate engaging training methods such as integrate interactive elements, real-world examples, gamification, and Q&A sessions.</p> <p>iv. Training on invoicing, payment terms and policies, record keeping and legal aspects with the help of case studies.</p>

The detailed impact assessment reports for 14 CSR Projects can be accessed on the website of the Company at <https://www.asianpaints.com/AnnualReports.html>.

Annexure (E) to Board's Report (Contd.)

5.	Sr. No.	Particulars	Amount (₹ in Crores)
	a.	Average net profit of the Company as per Section 135(5) of the Act	4,540.36
	b.	Two percent of the average net profit of the Company as per Section 135(5) of the Act	90.81
	c.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	0.00
	d.	The amount required to be set-off for the financial year, if any	0.22
	e.	Total CSR obligation for the financial year (5b+5c-5d)	90.59

6.	Sr. No.	Particulars	Amount (₹ in Crores)
	a.	Amount spent on CSR Projects (both ongoing projects and other than ongoing projects)	85.97*
	b.	Amount spent on Administrative Overheads	4.54
	c.	Amount spent on Impact Assessment	0.75
	d.	Total amount spent for the financial year (6a+6b+6c)	91.26*

* The amount spent on CSR activities for the financial year includes the set-off of the excess amount spent by the Company on CSR activities in the previous financial years of ₹ 0.22 crore.

e. CSR amount spent or unspent for the financial year:

Total amount spent for the financial year (₹ in Crores)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Act		The amount transferred to any fund specified under Schedule VII as per the second proviso to Section 135(5) of the Act		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
91.26*	-	-	-	-	-

* The amount spent for the financial year includes the set-off of the excess amount spent by the Company on CSR activities in the previous financial years of ₹ 0.22 crore.

f. Excess amount for set off:

Sr. No.	Particulars	Amount (₹ in Crores)
i.	Two percent of the average net profit of the Company as per Section 135(5) of the Act	90.81
ii.	Total amount spent for the financial year	91.26*
iii.	Excess amount spent for the financial year [F(ii)-F(i)]	0.45
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
v.	The amount available for set off in succeeding financial years [F(iii)-F(iv)]	0.45

* The amount spent for the financial year includes the set-off of the excess amount spent by the Company on CSR activities in the previous financial years of ₹ 0.22 crore.

7. Details of Unspent CSR amount for the preceding three financial years

Sr. No.	Preceding financial year	Amount transferred to Unspent CSR Account under Section 135(6) of the Act (₹ in Crores)	Balance Amount in Unspent CSR Account under Section 135(6) of the Act as on 1 st April 2023 (₹ in Crores)	Amount spent in the reporting financial year (₹ in Crores)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Act, if any		Amount remaining as on 31 st March 2024 to be spent in succeeding financial years (₹ in Crores)	Deficiency, if any
					Amount (₹ in Crores)	Date of transfer		
i.	2020-21*	14.78	0.88	0.88	-	-	-	-

* The unspent amount earmarked for ongoing projects had been spent during the financial year.



8. **Whether any capital assets have been created or acquired through CSR amount spent in the financial year:** No
9. **Specify the reason(s), if the Company has failed to spend 2 (two) percent of the average net profit as per Section 135(5) of the Act:** Not applicable

For and on behalf of the CSR Committee

Malav Dani

Chairman of CSR Committee
(DIN: 01184336)

Place: U.S.A.
Date: 9th May 2024

Amit Syngle

Managing Director & CEO
(DIN: 07232566)

Place: Mumbai
Date: 9th May 2024

Annexure (F) to Board's Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 ("the Act") read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

1. CONSERVATION OF ENERGY

Energy management is one of the key strategic areas in the Company's pursuit of sustainability in its operations. Energy consumption is not only the main source of emissions but also has a direct implication on the cost of operations. The energy management strategy of the Company involves the following:

- a. Increasing energy efficiency: This primarily involves reducing the quantity of energy used in our operations by process optimisation, using energy efficient technology, and conserving/recovering energy through activities like recovering waste heat among others.
- b. Increasing the share of renewable energy: The Company has been making sustained efforts toward transitioning to renewable energy over the last decade through investments in solar and wind projects.

Some of the key measures taken by all the manufacturing units are stated below:

i. Measures taken or impact on conservation of energy

The efforts of the Company in energy management have resulted in a gradual decline in its total energy consumption over the years, as well as increase in the percentage of renewable energy consumption.

Energy management and energy intensity are key metrics for the performance measurement across teams at the site level as well as at the leadership level.

One of the key metrics that the Company has been monitoring and concentrating on is Specific Electricity Consumption at its decorative paint plants.

ii. Utilising alternate sources of energy

The Company has an installed capacity of 24.6 MW of solar energy and 24.3 MW capacity of wind energy. The overall contribution of renewables to electricity consumption stands at 65.8% for decorative paint plants.

iii. Capital investment on energy conservation equipments

The Company has spent about ₹ 112.63 lakhs as capital investment on energy conservation initiatives during the financial year apart from the investment in renewable energy resources of solar and wind.

For details on steps taken by the Company on the conservation of energy, waste management, and water conservation & replenishment, please refer to the Sustainable Operations section and the Business Responsibility and Sustainability Report forming part of this Integrated Annual Report.

2. TECHNOLOGY ABSORPTION

i. Efforts made towards technology absorption

The Research & Technology ("R&T") function of the Company ensured technology leadership by developing technical capabilities, technology platforms and innovative products that fuel the aspirations of all the stakeholders. As part of breakthrough initiatives the technology team has undertaken several projects culminating in innovative products that render superior aesthetic and performance attributes to substrates. Research initiatives in the area of new resin chemistries, material science and innovative process capabilities have been undertaken to retain the long term competitive edge of the organisation.

The Company has always been at the vanguard when it comes to responsible and sustainable product stewardship, and this year as well the technology function continued the momentum by working on products and processes that reduced the environmental impact without compromising on the performance properties.

Some of the key initiatives taken up by the R&T function are as follows:

- Developed new technology platforms in the area of nano technology, new resin chemistries, unique process capabilities and developing sustainable technologies.
- Designed and developed innovative products creating unique customer propositions.
- Generated value efficiency by developing RM alternates and redesigning formulations. Ensured sustenance of supply chain by developing alternate vendors for critical RMs.
- An intense Right First Time (RFT) initiative was launched to ensure that our products meet the highest standards of quality on time and every time. The R&D team was at the vanguard ensuring that the design, processing, and product validation protocols were world class and the quality of products, as experienced by the customer, was impeccable.
- Contributed to debottlenecking of plants by reducing cycle times and develop formulations amenable to optimised production schedules.
- Implemented multiple in house specialty additives which has given considerable value saving and reduced vulnerability with respect to availability of critical raw materials.
- Developed innovative test methods to characterise raw materials, intermediates, prototypes and finished goods ensuring impeccable quality and shortening product development cycles.
- Strengthened product credentials through international certification.
- Partnered with national standardization bodies like the Bureau of Indian Standards ("BIS") and reputed international coatings group to establish test methods related to coatings and intermediates.
- Fuelled the product stewardship agenda as part of Environmental, Social and Governance ("ESG") by working on initiatives to increase the use of renewable and benign raw materials and develop products with reduced

environmental impact. 56 additional products have received GreenPro certification and 1 new product has received GS 11 certification this year.

- Partnered with academic and research institutions and industrial consultants on critical projects of strategic importance. Rendered skills to interns from educational institutes and enhanced their employability.
- Built technical competency of R&T employees by deploying curated training programs through the internal training academy – Sikshalaya. 6 subject specific workshops on technical topics were conducted along with a certificate course on Paint Formulation and Characterization. Close to 150 R&T employees benefitted from these trainings.
- Asian Paints R&T held the inaugural session of Alchemy - a conclave for students from campuses across the world. Alchemy represented a pioneering platform designed to foster dynamic idea exchange among industry stalwarts, academia, and budding young scientists.

ii. Benefits derived like product improvement, cost reduction, product development or import substitution

During the year under review:

- 28 new products were developed for architectural paints, construction chemicals and adhesives business.
- 22 new products were developed for Industrial business.

The Company has also undertaken various challenging projects for development of different products namely value for money interior paint, a customer friendly wood polish with superior performance, high end exterior products, an economy water proofing product with a higher warranty, and an interior product in the health and hygiene space.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable

Annexure (F) to Board's Report (Contd.)

iv. Expenditure incurred on Research and Development

(₹ in Crores)		
Particulars	2023-24	2022-23
Capital	4.43	2.63
Recurring	115.86	105.41
Total	120.29	108.04

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Crores)		
Particulars	2023-24*	2022-23*
Foreign exchange earned in terms of actual inflows	182.20	189.26
Foreign exchange outgo in terms of actual outflows	4,123.62	4,424.41

*amount(s) are equivalent to the value of various currencies.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 9th May 2024

Report on Corporate Governance

ASIAN PAINTS' PHILOSOPHY ON CORPORATE GOVERNANCE

The Company has been focussing on its vision of 'Bringing joy to people's lives' through responsible and sustainable business practices.

Our governance framework is the bedrock of our ethical and resilient organisation, enabling our continued leadership in the paints industry. Through good – governance, we arrive at effective decision-making that is aligned with our values.

Environmental, Social and Governance (ESG) has consistently been at the core of all our business objectives and operations. We firmly believe that our persistent focus on ESG is fundamental for our long-term success and resilient value creation.

The Company has always endeavoured to provide enhanced disclosures and this year's Integrated Annual Report is based on ESG at the core of our reporting.

Asian Paints not only adheres to the prescribed Corporate Governance practices as per the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") but is also committed to being amongst the best-governed companies.

Recognition of the Company's governance standards

"Best Governed Company Listed Segment: Large Category" at the 23rd edition of the Institute of Company Secretaries of India ("ICSI") National Awards for Excellence in Corporate Governance, 2023.

Silver Award by the Institute of Chartered Accountants of India ("ICAI") in the **"ICAI Sustainability Reporting Awards 2022-23"**.

"Golden Peacock Award for Excellence in Corporate Governance – 2023", by the Institute of Directors, India, for the fourth time.

This report is prepared in accordance with the provisions of the Listing Regulations and contains the details of Corporate Governance systems and processes at Asian Paints Limited.

GOVERNANCE STRUCTURE AND DEFINED ROLES AND RESPONSIBILITIES



BOARD OF DIRECTORS

Asian Paint's Board of Directors ("the Board") fiduciary responsibility is to ensure that the Company's strategy and objectives are aligned to sustainable growth and long-term value creation.

The Board is, *inter alia*, responsible for:

- formulation of long-term business plan & strategy and monitoring its implementation;
- enhancing shareholder value and overseeing the interests of all stakeholders through effective management;
- monitoring the effectiveness of the Company's Corporate Governance practices; and
- exercising effective control of the functioning of the Company to ensure the fulfilment of stakeholder expectations and long-term value creation.

The Directors take an active part in the deliberations at the Board and Committee meetings and provide guidance and advice to the management on various aspects of business, strategy, long-term value creation, governance, risk and compliance.

BOARD COMMITTEES

The Board Committees have been constituted to deal with specific areas/activities as mandated by applicable rules and regulations or as delegated by the Board, which need a closer review.

Report on Corporate Governance (Contd.)

The terms of reference of the Committees define its scope, powers and responsibilities.

The Chairperson of the respective Committees briefs the Board about the summary of the discussions held at the Committee meetings and the recommendations of the Committee members.

The minutes of the meetings of all Committees are placed before the Board for their perusal. Further, there is an effective cross-committee discussion and coordination, in instances where there is any overlap with activities of such Committees, to ensure effective exercising of their roles and responsibilities as per the framework laid down by the Board of Directors and bring uniformity.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The terms of reference of the Committees are in line with the applicable provisions of the Listing Regulations, the Companies Act, 2013 ("the Act") and the Rules issued thereunder. The detailed terms of reference of the Committees can be accessed on the Company's website at <https://www.asianpaints.com/TOR.html>.

MANAGEMENT

The management structure of the Company comprises of the Managing Director & CEO and the members of the One Link group.

The One Link group comprises of the Managing Director & CEO, Presidents, Senior Vice Presidents, Vice Presidents, Associate Vice Presidents, and General Managers. The Managing Director & CEO leads the group.

The Board presently, comprises of 11 members, 5 of which are Independent Directors, 5 are Non-Executive/Promoter Directors and a Managing Director & CEO. The Chairman of the Board is an Independent Director.

The One Link group steers futuristic and innovation projects across functions and businesses which work with the breakthrough methodology of creating long-lasting impact. The One Link group is responsible for fulfilling the ESG commitments at the management level and a defined weightage has been assigned to fulfilment of ESG commitments in the goals of the members of the One Link group.

The Senior Management of the Company comprises of members of the management who are reporting to the Managing Director & CEO (forming part of the President, Vice President, and Associate Vice President cadres) and includes functional heads by whatever name called, and the Company Secretary and the Chief Financial Officer of the Company.

The Managing Director & CEO reports to the Board and is in charge of managing the affairs of the Company, executing business strategy in consultation with the Board and achieving annual and long-term business goals.

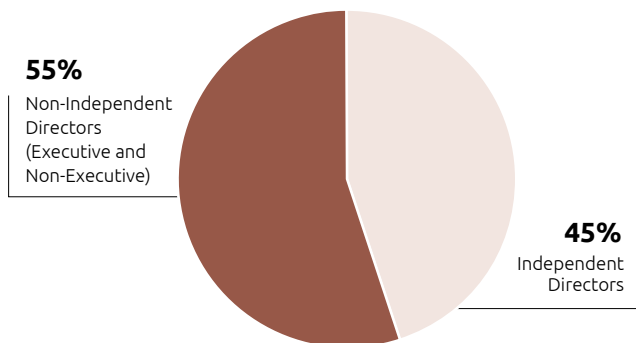
BOARD

Composition of the Board

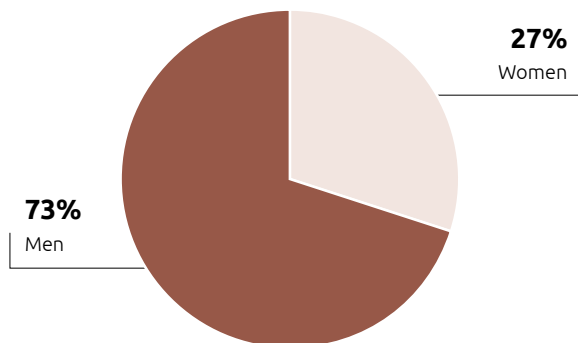
Asian Paint's values and believes in having a diverse Board. A diverse Board with differences in experience, thought, perspective, skill sets, gender, and expertise ensures constructive deliberations and effective decision-making at the Board.

The Company's Board has an optimum mix of Executive and Non-Executive Directors, in line with the applicable provisions of the Act and the Listing Regulations. All the Directors on the Board are persons of eminence and bring a wide range of expertise, knowledge, and experience to the Board, thereby ensuring the best interest of the stakeholders and the Company.

Composition of Board*



Gender Diversity*



* as on the date of this Report.

Detailed profiles of all the Board members, comprising their experience, expertise, etc., form part of this Integrated Annual Report and is also available on the Company's website at <https://www.asianpaints.com/GovernanceStructure.html>.

Changes in the Directorate

a. Sad Demise of Mr. Ashwin Dani, erstwhile Non-Executive Director of the Company

Mr. Ashwin Dani, Non-Executive Director of the Company, left for heavenly abode on 28th September 2023.

b. Appointment of Independent Directors

In line with the succession planning of the Board of Directors, the following Independent Directors were appointed:

- i. Mrs. Ireena Vittal (DIN: 05195656) was appointed as an Independent Director of the Company, to hold office for a period of 5 years from 25th July 2023 to 24th July 2028.
- ii. Mr. Soumitra Bhattacharya (DIN: 02783243) was appointed as an Independent Director of the Company, to hold office for a period of 5 years from 26th October 2023 to 25th October 2028.
- iii. Dr. Gopichand Katragadda (DIN: 02475721) was appointed as an Independent Director of the Company to hold office for a period of 5 years from 1st April 2024 to 31st March 2029.

c. Retirement of Independent Directors

During the year, the following Independent Directors retired:

- i. Mr. Deepak Satwalekar (DIN: 00009627) ceased to be an Independent Director and Chairman of the Board and the Company with effect from close of business hours on 30th September 2023, upon completion of his tenure as an Independent Director.
- ii. Mrs. Vibha Paul Rishi (DIN: 05180796), Mr. Suresh Narayanan (DIN: 07246738) and Mrs. Pallavi Shroff (DIN: 00013580) also ceased to be the Independent Directors of the Company with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.

d. Appointment of Chairman

The Board of Directors at their meeting held on 25th July 2023, appointed Mr. R Seshasayee (DIN: 00047985), Independent Director, as the Chairman of the Board and the Company with effect from 1st October 2023 up to the conclusion of his term of appointment on 22nd January 2027.

Board Procedures

The Board, Committees of Board and Independent Director's meetings are pre-scheduled, and an annual calendar of these meetings is circulated to the Directors and Committee members well in advance, to facilitate them to plan their schedules and to ensure meaningful participation in the meetings. The interval between any two Board Meetings was well within the maximum allowed gap of 120 days under the provisions of the Act and the Listing Regulations.

In case of special and urgent business matters, approval of the Board/Committees is taken by passing a resolution by circulation, as permitted by law, which is noted in the next Board/Committee meeting.

In order to facilitate effective discussions at the meetings of the Board, the agenda is bifurcated into items requiring approval and items which are to be taken note of by the Board and/or are circulated for the information of the members.

Clarifications/queries, if any, on the items which are to be taken on record by the Board are sought in advance and resolved before the meeting, to ensure focused and effective discussions at the meetings.

The Company has adopted a 'safety-first' approach for all its meetings and business decisions. All the quarterly meetings of the Board begin with an elaborate discussion on the Health and Safety initiatives, reportable incidents and corrective & preventive action taken by the management.

The discussions are then followed by a review of the performance of the business vis-à-vis the Company's Plan for the financial year and overall strategy, review of financial results, review of subsidiary's performance, review of compliance reports, fund position and investments status, industrial relations, environmental consents, etc.

The Board also deliberates on succession planning of the Board, the members of its Committees and senior management personnel, strategic planning, governance & regulatory matters, financial position, declaration & recommendation of dividend, progress on ESG commitments of the Company and such other matters as required under the Act, the Listing Regulations and other applicable laws.

The Board reviews the strategy, budgets & business plans, and capital expenditure on an annual basis. It provides guidance and strategic direction to the management in light of the economic developments, both locally and internationally, sectoral changes, competition, government regulations, etc. The Board also meets industry experts on matters of importance as and when deemed fit.

Report on Corporate Governance (Contd.)

During the year under review, 8 meetings of the Board were held. The Board members were either present in person or through video conference for the meetings of the Board and its Committees. The necessary quorum was present, either in person or by means of video conference, for all the meetings of the Board and its Committees.

The composition of the Board of Directors along with details of the meetings held during the financial year 2023-24 and attendance of Directors in person or through video conference, is detailed below:

Name of the Directors, Director Identification Number (DIN) & Nature of Directorship	Meeting Dates								% of attendance
	1 11 th May 2023	2 25 th July 2023	3 26 th October 2023	4 17 th January 2024	5 1 st February 2024	6 21 st February 2024	7 23 rd March 2024	8 28 th March 2024	
R Seshasayee (00047985)* Non-Executive Chairman/Independent									100
Manish Choksi (00026496) Non-Executive Vice Chairman/ Promoter									100
Amit Syngle (07232566) Managing Director & CEO									100
Malav Dani (01184336) Non-Executive Director/Promoter									87.5
Amrita Vakil (00170725) Non-Executive Director/Promoter									87.5
Jigish Choksi (08093304) Non-Executive Director/Promoter									100
Nehal Vakil (00165627) Non-Executive Director/Promoter									100
Milind Sarwate (00109854) Non-Executive Director/Independent									100
Ireena Vittal (05195656)* Non-Executive Director/Independent									100
Soumitra Bhattacharya (02783243)§ Non-Executive Director/Independent									100
Deepak Satwalekar (00009627)% Non-Executive Chairman/Independent									100
Ashwin Dani (00009126)® Non-Executive Director/Promoter									100
Suresh Narayanan (07246738)& Non-Executive Director/Independent									75
Vibha Paul Rishi (05180796)& Non-Executive Director/Independent									87.5
Pallavi Shroff (00013580)& Non-Executive Director/Independent									75

Attended through video conference Attended in person Leave of absence Not applicable

Notes:

- *Appointed as the Chairman of the Board and the Company with effect from 1st October 2023 up to the conclusion of his term of appointment on 22nd January 2027.
- # Appointed as an Independent Director of the Company with effect from 25th July 2023.
- § Appointed as an Independent Director of the Company with effect from 26th October 2023.
- % Ceased to be an Independent Director and Chairman of the Board and the Company with effect from close of business hours on 30th September 2023, upon completion of his tenure as an Independent Director.
- ® Passed away on 28th September 2023.
- & Ceased to be the Independent Directors of the Company with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.

All the members of the Board of Directors attended the last Annual General Meeting ("AGM") of the Company held on 27th June 2023 through video conference/other audio visual means ("VC/OAVM").

The details of Directors seeking appointment/re-appointment, if any, form part of the Notice of the 78th AGM of the Company.



Flow of information to the Board

The Board has unrestricted access to all Company-related information including to members of the management. The Company Secretary ensures that the Board and the Committees of the Board are provided with the relevant information, details and documents required for decision-making.

The Chairman of the Board and the Company Secretary determine the agenda for every meeting in consultation with the Managing Director & CEO. Regular inputs and feedback from Directors/Members of Board Committees are taken and considered while preparing the agenda and related documents for the Board and its Committee meetings.

While preparing the agenda, explanatory notes, and minutes of the meetings, adherence to the Act and the Rules made thereunder, the Listing Regulations, Secretarial Standards issued by ICSI, and other applicable laws are ensured.

With a view to ensure high standards of confidentiality of the agenda and other Board papers and to leverage technology and eliminate paper consumption, the Company circulates the agenda and explanatory notes to the Directors/Committee members, through a web-based application which can be securely accessed by the Directors/Committee members through their hand-held devices, laptop, iPads and browsers. This application meets high standards of security that are required for the storage and transmission of documents for Board/Committee meetings.

All material information is circulated to the Directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the Listing Regulations. With the unanimous consent of the Board, all information which is in the nature of Unpublished Price Sensitive Information ("UPSI"), is circulated to the Board and its Committees in advance and/or at a shorter notice before the commencement of the meeting.

The management makes concerted efforts to continuously upgrade the information available to the Board for decision making and the Board members are updated on all key developments relating to the Company.

The Company Secretary attends all the meetings of the Board and its Committees and is, *inter alia*, responsible for recording the minutes of such meetings.

The Company Executives are also invited to join the meetings of the Board/Committees with permission of the Chairperson.

The Company Executives joining the said meetings is also an opportunity for the Board/Committee members to interact with the members of the management.

The draft minutes of the meetings of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standard on Meetings of the Board of Directors ("SS – 1") issued by ICSI. Further, the certified true copy of the signed minutes is also circulated to the Board and Committees in accordance with SS – 1.

The Company adheres to the provisions of the Act and the Rules made thereunder, Secretarial Standards and the Listing Regulations with respect to convening and holding the meetings of the Board, its Committees and the General Meetings of the shareholders of the Company.

Directors and Officers Insurance

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has in place a Directors and Officers Liability Insurance policy.

Post-meeting follow-up system

The governance processes in the Company include an effective post-meeting follow-up, review and reporting process for action taken report/pending for discussions of the Board and its Committees in the subsequent meetings.

Meetings of Independent Directors

During the financial year 2023-24, the Independent Directors met twice without the presence of other Directors or management representatives.

At such meetings, the Independent Directors, *inter alia*, discussed and reviewed the performance of Non-Independent Directors, the Board as a whole, Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to perform its duties effectively and reasonably, succession planning of the Board of Directors and senior management.

Report on Corporate Governance (Contd.)

The details of the meetings held during the financial year 2023-24 and meetings attended by the Independent Directors of the Company, in person or through video conference, is detailed below:

Name of Independent Directors	Meeting dates		% of attendance
	1	2	
	26 th October 2023	5 th January 2024	
R Seshasayee*			100
Milind Sarwate			100
Ireena Vittal#			100
Soumitra Bhattacharya [§]			100
Deepak Satwalekar [%]	NA	NA	NA
Vibha Paul Rishi [@]			100
Suresh Narayanan [@]			100
Pallavi Shroff [@]			100



Attended through video conference



Attended in person



Not applicable

Notes:

- * Appointed as the Chairman of the Board and the Company with effect from 1st October 2023 up to the conclusion of his second term of appointment on 22nd January 2027.
- # Appointed as an Independent Director of the Company with effect from 25th July 2023.
- [§] Appointed as an Independent Director of the Company with effect from 26th October 2023.
- [%] Ceased to be an Independent Director and Chairman of the Board and the Company with effect from close of business hours on 30th September 2023, upon completion of his tenure as an Independent Director.
- [@] Ceased to be the Independent Directors of the Company with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.

Declarations from Independent Directors

- The Company has received declarations from the Independent Directors that they meet the criteria of Independence stipulated under Section 149 of the Act read with Rule 5 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Listing Regulations.

The Independent Directors have also confirmed that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

- The Independent Directors under Regulation 25(8) of the Listing Regulations have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Based on the declarations received from the Independent Directors, supported by a Certificate from Company Secretary in practice, the Board has confirmed the veracity of such disclosures and confirmed that the Independent Directors fulfil the conditions of independence specified in the Act and the Listing Regulations and are independent of the management of the Company.

Non-Executive Directors with materially significant, pecuniary or business relationship with the Company

Except for the sitting fees and commission payable to the Non-Executive Directors annually, in accordance with the applicable laws and with the approval of the Board and shareholders, there is no pecuniary or business relationship between the Non-Executive Directors and the Company.

Mrs. Pallavi Shroff who ceased to be an Independent Director of the Company with effect from close of business hours on 31st March 2024, is the Joint-Managing Partner of Shardul Amarchand Mangaldas & Co., Solicitors & Advocates, from which the Company takes professional services related to competition law matters.

For details pertaining to transactions with Shardul Amarchand Mangaldas & Co. during the financial year 2023-24, refer Note no. 37 to the standalone financial statements of the Company forming part of this Integrated Annual Report.

The quantum of fees paid to Shardul Amarchand Mangaldas & Co. is an insignificant portion of their total revenue, thus, Shardul Amarchand Mangaldas & Co., is not construed as having any material relationship with the Company.

Key Board qualifications, expertise and attributes

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board.

The criteria for nominating/inducting a Director on the Board of the Company includes:

- composition of the Board, taking into consideration the size of the Company and the requirement of law;
- diversity on the Board;
- optimal balance of skills and relevant experience, professional qualifications;
- expertise and experience in specific area of business;
- no present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;

- personal characteristics in line with the Company's values, such as integrity, honesty, and transparency; and
- any other criteria which may be added by the Board at its discretion.

The Board has identified individuals possessing wide experience and expertise in their areas of function, viz. Sales & Marketing experience, International Business experience, General management and leadership, Financial and risk management skills, and Technical, professional skills and knowledge including legal, governance and regulatory aspects that allows them to make effective contributions to the Board and its Committees.

In terms of requirements of the Listing Regulations, the Board has identified the following skills/expertise/competencies of the Directors:

Sr. No.	Name of Directors	Skill/Expertise/Competency				
		Sales & Marketing experience: Exposure to sales and marketing management based on understanding of the consumers	International Business experience: Experience in leading businesses in different geographies/markets around the world and emerging markets exposure	General management and leadership: Strategic planning, sustainability and protect interest of all stakeholders	Financial and risk management skills: Understanding the financial statements and financial controls, systems and processes & mergers and acquisitions	Technical, professional skills and knowledge including legal, governance and regulatory aspects
As on 31 st March 2024						
1.	R Seshasayee	✓	✓	✓	✓	✓
2.	Manish Choksi	✓	✓	✓	✓	✓
3.	Amit Syngle	✓	✓	✓	✓	✓
4.	Malav Dani	✓	✓	✓	✓	✓
5.	Amrita Vakil	✓		✓	✓	✓
6.	Jigish Choksi	✓		✓		
7.	Nehal Vakil			✓	✓	
8.	Milind Sarwate			✓	✓	✓
9.	Ireena Vittal	✓		✓	✓	
10.	Soumitra Bhattacharya	✓	✓	✓	✓	✓
11.	Suresh Narayanan*	✓	✓	✓	✓	
12.	Vibha Paul Rishi*	✓	✓	✓	✓	
13.	Pallavi Shroff*	✓	✓	✓	✓	✓
Appointed w.e.f. 1 st April 2024						
14.	Gopichand Katragadda#	✓	✓	✓	✓	✓

Note:

* Ceased to be the Independent Directors of the Company with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.

Report on Corporate Governance (Contd.)

Directorship and Memberships/Chairpersonships of Committees and Shareholding of Directors

The details of Directorship, *inter-se* relationship, shareholding in the Company, number of Directorships and Committee memberships/chairpersonships held by the Directors of the Company in other public companies as on 31st March 2024 are as under:

Name of Directors	Inter-se relationship	No. of shares held along with % to the paid-up share capital of the Company* #	Directorship in other companies		Membership and Chairpersonship of the Committees of the Board of other companies%	
			Number [§]	Names of listed entities along with the category	Chairperson	Member
R Seshasayee	-	1,496 (0.00%)	1	-	-	-
Manish Choksi	Cousin of Jigish Choksi	23,81,040 (0.25%)	4	Independent Director of Vedant Fashions Limited, Torrent Pharmaceuticals Limited and Birlasoft Limited	-	4
Amit Syngle	-	600 (0.00%)	-	-	-	-
Malav Dani	-	36,50,176 (0.38%)	1	Managing Director of Hitech Corporation Limited	-	-
Amrita Vakil	Cousin of Nehal Vakil	25,66,680 (0.27%)	3	Non – Executive Director of Elcid Investments Limited	-	1
Jigish Choksi	Cousin of Manish Choksi	19,95,180 (0.21%)	-	-	-	-
Nehal Vakil	Cousin of Amrita Vakil	57,38,489 (0.60%)	3	-	-	-
Milind Sarwate	-	35 (0.00%)	8	Independent Director of FSN E-Commerce Ventures Limited, Matrimony.com Limited, Mahindra & Mahindra Financial Services Limited, SeQuent Scientific Limited and CEAT Limited	3	9
Ireena Vittal	-	-	1	Independent Director of Godrej Consumer Products Limited	-	1
Soumitra Bhattacharya	-	-	1	Non-Executive Director and Chairman of Bosch Limited	-	2
Vibha Paul Rishi®	-	-	4	Independent Director of Tata Chemicals Limited, ICICI Prudential Life Insurance Company Limited, ICICI Bank Limited and Piramal Pharma Limited	2	4
Suresh Narayanan®	-	-	1	Chairman and Managing Director of Nestle India Limited	-	-
Pallavi Shroff®	-	-	6	Independent Director of Apollo Tyres Limited, InterGlobe Aviation Limited, PVR Inox Limited, One 97 Communications Limited and Juniper Hotels Limited	2	7

Notes:

- * As per the declarations made to the Company by the Directors with respect to the shares held in their own name or held jointly as the first holder or held on a beneficial basis as the first holder.
- # The Company has not issued any convertible instruments, hence no such instruments are being held by Non-Executive Directors.
- § Excludes directorship in Asian Paints Limited, private companies, foreign companies, high value debt listed companies, companies incorporated under Section 8 of the Act and alternate directorships, if any.
- % For the purpose of calculating the limit of Committee membership and chairpersonship of a director, membership and chairpersonship of the Audit Committee and Stakeholders Relationship Committee of public companies other than Asian Paints Limited have been considered.
- ® Ceased to be the Independent Directors of the Company with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.

All the Directors of the Company at the beginning of each financial year inform about their Directorships, Committee memberships/chairpersonships and as and when there is any change. Based on the intimations/disclosures received from the Directors, none of the Directors of the Company hold memberships/chairpersonships of Board/Committees, more than the limits prescribed under the Act and the Listing Regulations.

FAMILIARISATION PROGRAMME

The Company has a familiarisation programme for its Independent Directors and other Non-Executive Directors which, *inter alia*, includes briefing on:

- role, responsibilities, duties and obligations as a member of the Board.
- nature of business and business model of the Company.
- strategic directions for businesses.
- mergers & acquisitions and investment opportunities.
- macro-economic outlook and business conditions.
- matters relating to governance.

In the Board meetings, all discussions on performance review of the businesses are preceded by a recap on the strategic direction adopted for the business, which provides good insights on the path forward for the businesses carried on by the Company to the Independent Directors and the other Non-Executive Directors on the Board.

An information pack is handed over to the new Directors on the Board, which includes, the Company profile, Company's Codes and Policies, strategy documents and any other operational information which will enable them to discharge their duties effectively. Quarterly updates, strategic updates including press releases to be submitted with the stock exchanges are shared with the Board members to keep them abreast of the material developments relating to the Company.

Besides the above, the Independent Directors and the Board as a whole, are on a continual basis familiarised with the functioning of the overall performance and functioning of the Company, manufacturing & technology, risk management process, human resource processes and people development initiatives, IT processes, CSR, safety, sustainability, regulatory developments, and governance initiatives of the Company. As a part of familiarisation, the Directors also visit the Company's manufacturing locations and/or establishments to understand the operations of the Company.

The Directors through Board strategy meeting get an opportunity to interact with the members of management of the Company. The eminent speakers are invited to present to the Board on key topics which are relevant. The details of such familiarisation programmes for Independent Directors can be accessed on the Company's website at <https://www.asianpaints.com/FamiliarisationProgramme.html>.

BOARD COMMITTEES*

AUDIT COMMITTEE

- Milind Sarwate
- Ireena Vittal
- Soumitra Bhattacharya

NOMINATION AND REMUNERATION COMMITTEE

- Soumitra Bhattacharya
- R Seshasayee
- Manish Choksi

STAKEHOLDERS RELATIONSHIP COMMITTEE

- Gopichand Katragadda
- Jigish Choksi
- Nehal Vakil

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- Malav Dani
- Gopichand Katragadda
- Amrita Vakil
- Amit Syngle

RISK MANAGEMENT COMMITTEE

- Ireena Vittal
- Milind Sarwate
- Jigish Choksi
- Nehal Vakil
- Rahul Bhatnagar

INVESTMENT COMMITTEE

- R Seshasayee
- Manish Choksi
- Malav Dani
- Amit Syngle
- Amrita Vakil
- Soumitra Bhattacharya

Chairperson Member

Mr. R J Jeyamurugan, CFO & Company Secretary of the Company acts as the Secretary to all the above Committees and is a permanent invitee to the Stakeholders Relationship Committee and the Investment Committee.

Mr. Alok Agrawal, General Manager - Internal Audit & Risk, is a permanent invitee to the Risk Management Committee in his capacity as the Chief Internal Auditor of the Company.

* as on the date of this Report.

Report on Corporate Governance (Contd.)

BOARD COMMITTEES

The Company has 6 Committees of the Board, namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Investment Committee.

During the year under review, the Board of Directors of the Company have delegated the authority to approve the transmission, dematerialisation of shares, etc. to a Managing Committee comprising of Managing Director & CEO and CFO & Company Secretary of the Company. A summary of approved transmissions, dematerialisation of shares, etc. is placed before the Board of Directors from time to time as per the Listing Regulations.

AUDIT COMMITTEE

The Audit Committee, presently, comprises of 3 Independent Directors. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held during the financial year 2023-24 and attendance of the members of the Committee, in person or through video conference, is detailed below:

Name of Members	Nature of membership	Meeting Dates						% of attendance
		1	2	3	4	5	6	
		10 th May 2023*	24 th July 2023*	25 th October 2023*	20 th December 2023	16 th January 2024*	27 th March 2024	
Milind Sarwate	Chairman							100
R Seshasayee [#]	Member				NA	NA	NA	100
Ireena Vittal [§]	Member	NA	NA	NA				100
Soumitra Bhattacharya [§]	Member	NA	NA	NA				100
Pallavi Shroff ^{&}	Member	%						83.33
Vibha Paul Rishi ^{&}	Member							100

Attended through video conference Attended in person Leave of absence Not applicable

Notes:

- The intervening period between 2 consecutive Audit Committee meetings was well within the maximum allowed gap of 120 days.
- * These meetings were adjourned to the next day for consideration of quarterly and annual financial results, as applicable.
- [#] Ceased to be a member of Committee with effect from 26th October 2023.
- [§] Appointed as the members of the Committee with effect from 26th October 2023.
- [&] Ceased to be the members of the Committee with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.
- [%] Was present in the meeting adjourned to the next day i.e., 11th May 2023.
- Mr. R J Jeyamurugan, CFO & Company Secretary of the Company acts as the Secretary to the Committee.

Terms of reference

The Audit Committee is, *inter alia*, entrusted with the following key responsibilities by the Board of Directors of the Company:

Sr. No.	Activities of the Committee during the year	Frequency
1.	Overseeing the Company's financial reporting process and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval.	A
2.	Reviewing with the management standalone and consolidated financial results and annual financial statements and, if thought fit, recommend to the Board for approval.	Q/A
3.	Reviewing, approving or subsequently modifying transactions of the Company with related parties.	Q/P
4.	Evaluating the internal financial controls and risk management policies of the Company.	A
5.	Recommending the appointment/re-appointment, remuneration, terms of appointment and scope of Auditors of the Company and approval of payment for any other service.	P/A
6.	Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process and audit reports submitted by the auditor.	Q/A
7.	Reviewing the adequacy of internal audit function and discussing with the internal auditors on the significant findings and further course adopted.	Q/A
8.	Reviewing the grievance redressal mechanism of the Company and overseeing the functioning of the same.	Q
9.	Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and verify adequacy of internal controls.	P/A

Frequency: A Annually Q Quarterly P Periodically E Event-based

Governance

- The composition and terms of reference of the Audit Committee are in line with the applicable provisions of the Listing Regulations and the Act. Further, the Audit Committee is an independent Committee.
- The Audit Committee meets the Statutory Auditors and the Internal Auditor independently without the presence of any members of the management at least once in a year.
- The members of the Audit Committee are financially literate and have relevant experience in financial management.
- The Committee meets quarterly for consideration of financial results, review and approval of related party transactions.
- A dedicated meeting of the Committee is held to review the key internal audit observations, fixing the limits and reviewing the governance process for entering into related party transactions during the year.
- The meetings of the Audit Committee are also attended by the Statutory Auditors, Managing Director & CEO, CFO & Company Secretary, Chief Internal Auditor, and other members of the Finance function of the Company.
- The Audit Committee has also transacted some of the business under its terms of reference by passing resolutions by circulation during the year under review.
- The Audit Committee obtains external legal or other professional advice and secures attendance of outsiders with relevant expertise, if it considers necessary.
- The Chairman of the Audit Committee attended the 77th AGM of the Company for the financial year ended 31st March 2023 held on 27th June 2023.
- All the decisions and recommendations made by the Committee during the year were unanimously approved by the members of the Committee.

Report on Corporate Governance (Contd.)

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("NRC"), presently, comprises 2 Independent Directors and a Non-Executive Director. The Chairman of NRC is an Independent Director.

The composition of NRC of the Board of Directors of the Company along with the details of the meetings held during the financial year 2023-24 and attendance of the members of the Committee, in person or through video conference, is detailed below:

Name of Members	Nature of membership	Meeting dates						% of attendance
		1	2	3	4	5	6	
		10 th May 2023	5 th July 2023	26 th October 2023	17 th January 2024	25 th January 2024	21 st February 2024	
Suresh Narayanan*	Chairman							100
Manish Choksi	Member							100
R Seshasayee ^{&}	Member				NA	NA	NA	100
Ireena Vittal [#]	Member	NA	NA	NA				100



Attended through video conference



Attended in person



Not applicable

Notes:

- * Ceased to be a member of the Committee with effect from close of business hours on 31st March 2024, upon completion of his tenure as an Independent Director.
- [&] Ceased to be a member of the Committee with effect from 26th October 2023. He was appointed as a permanent invitee upto 31st March 2024 and again as a member of the Committee with effect from 1st April 2024.
- [#] Appointed as a member of the Committee with effect from 26th October 2023 and ceased to be a member of the Committee with effect from 1st April 2024.
- Mr. Soumitra Bhattacharya, Independent Director has been appointed as a member and Chairman of the Committee with effect from 1st April 2024.
- Mr. R J Jeyamurugan, CFO & Company Secretary of the Company acts as the Secretary to the Committee.

Terms of reference

The NRC is, *inter alia*, entrusted with the following responsibilities by the Board of Directors of the Company:

Sr. No.	Activities of the Committee during the year	Frequency
1.	Formulating criteria for determining qualifications, positive attributes and independence of a Director.	P
2.	Recommending to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.	E
3.	Devising a policy on Board Diversity.	E
4.	Reviewing and recommending to the Board, the remuneration, payable to Directors of the Company.	A
5.	Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.	E
6.	Recommending to the Board all remuneration, in whatever form, payable to senior management.	A
7.	For every appointment of an Independent Director, NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.	E
8.	Specifying methodology for effective evaluation of performance of Board/ Committees of the Board and review the terms of appointment of Independent Directors on the basis of the report of performance evaluation of the Independent Directors.	A
9.	Playing the role of Compensation Committee and to act as an administrator to the Employees' Stock Option Scheme of the Company.	P

Frequency: A Annually Q Quarterly P Periodically E Event-based

Governance

- a. The composition and terms of reference of NRC are in line with the applicable provisions of the Listing Regulations and the Act.
- b. NRC also transacted some of the business under its terms of reference by passing resolutions by circulation during the year under review.
- c. The Chairperson of NRC attended the 77th AGM of the Company for the financial year ended 31st March 2023 held on 27th June 2023.
- d. All the decisions and recommendations made by the Committee during the year were unanimously approved by the members of the Committee.

SUCCESSION PLANNING

The Company believes that succession planning is imperative for a Company's continuity and sustainability.

It strives to maintain an appropriate balance of skills and experience within the organisation and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. The NRC plays a pivotal role in identifying successors to the members of the Board and invests substantial time with the Managing Director & CEO on succession planning of Key Managerial Personnel and Senior Management. It has adopted a methodical and fair process to select the suitable candidate. The succession plan is closely aligned with the strategy and long-term needs of the Company.

The Company has in place a Policy on Appointment of Independent Directors on the Board of Directors of the Company. This Policy, *inter alia*, lists the process to be followed for the appointment of Independent Directors, criteria for shortlisting the candidates, and critical attributes.

NOMINATION AND REMUNERATION POLICY

The Company has in place a Nomination and Remuneration Policy formulated as per the provisions of the Act and the Listing Regulations. During the year under review, the Policy was amended to, *inter alia*, include the revised definition of Senior Management pursuant to the amendment to the Listing Regulations. The Policy outlines the role of NRC and the Board, *inter alia*, determining the criteria for Board membership, approving, and recommending compensation packages and policies for Directors and Senior Management and lay down the effective manner of performance evaluation of the Board, its Committees, and the Directors.

In accordance of the said Policy, following is the criteria for payment of remuneration to Directors, Senior Management and other employees:

- i. Compensation to Managing Director or Executive Director: The NRC shall approve the compensation of the Managing Director which shall be in accordance with the applicable law, in line with Company's objectives, shareholders interest and industry standards, subject to the approval of the Board and shareholders.
- ii. Remuneration to Non-Executive Directors: The NRC shall recommend to the Board for its approval, the commission payable to the Non-Executive Directors, including Independent Directors, after reviewing payments made by similar sized, successful companies, after taking into account their contribution to the decision making at meetings of the Board/ Committees, participation and time spent as well as providing strategic inputs and supporting the highest level of Corporate Governance and Board effectiveness.
- iii. Compensation to Senior Management: The NRC shall review performance of the Senior Management of the Company and shall ensure that the remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- iv. Remuneration to other employees: The Company regularly benchmarks the compensation levels and employee benefits in the market and makes necessary changes to remain consistent with the industry standards. The remuneration structure of employees is designed on principles of fairness, transparency and internal and external parity and involves an optimum balance of fixed and variable components.

The said Policy can be accessed on the Company's website at <https://www.asianpaints.com/NRCPolicy.html>.

DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE FINANCIAL YEAR 2023-24

Non – Executive Directors

The shareholders of the Company at the AGM held on 26th June 2014, approved a sum of not exceeding 1% of the net profits of the Company, per annum, calculated in accordance with Section 198 of the Act, to be paid to the Non-Executive Directors in a manner as decided by the Board of Directors. The remuneration paid to the Non-Executive Directors during the financial year 2023-24 is within the limits approved by the shareholders at the said meeting.

Report on Corporate Governance (Contd.)

During the financial year 2023-24, sitting fees of ₹ 1,00,000 for attending each meeting of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee, Investment Committee and meeting of the Independent Directors was paid.

Managing Director & CEO

The structure of remuneration payable to the Managing Director & CEO involves a fair balance of fixed pay and variable component which is linked to achievement of certain year on year and long-term targets as determined by the NRC and the Board of the Company.

Details of the remuneration paid to the Directors for the services rendered and stock options granted during the financial year 2023-24, are as follows:

(Amount in ₹)					
Name of Directors	Basic Salary	Perquisites**	Sitting Fees	Commission	Total
R Seshasayee*	-	-	19,00,000	47,00,000	66,00,000
Manish Choksi	-	-	17,00,000	46,00,000	63,00,000
Amit Syngle #§	4,78,64,400	5,21,55,451	-	8,82,00,000	18,82,19,851
Malav Dani	-	-	14,00,000	44,00,000	58,00,000
Amrita Vakil	-	-	14,00,000	42,00,000	56,00,000
Jigish Choksi	-	-	14,00,000	42,00,000	56,00,000
Nehal Vakil	-	-	12,00,000	42,00,000	54,00,000
Milind Sarwate	-	-	17,00,000	48,00,000	65,00,000
Ireena Vittal %	-	-	15,00,000	28,00,000	43,00,000
Soumitra Bhattacharya@	-	-	14,00,000	17,50,000	31,50,000
Deepak Satwalekar &	-	-	2,00,000	25,00,000	27,00,000
Ashwin Dani ^	-	3,75,000 ~	2,00,000	21,00,000	26,75,000
Suresh Narayanan**	-	-	16,00,000	46,00,000	62,00,000
Vibha Paul Rishi **	-	-	25,00,000	44,00,000	69,00,000
Pallavi Shroff **	-	-	16,00,000	42,00,000	58,00,000

Notes:

- * Appointed as the Chairman of the Board and the Company with effect from 1st October 2023.
- # The remuneration paid includes commission of ₹ 8,82,00,000 (50% of the variable pay) as compared to last year of ₹ 10,19,00,000 (65% of the variable pay) and excludes ₹ 8,82,00,000 worth of stock options granted in accordance with the Asian Paints Employee Stock Option Plan ("2021 Plan") for the financial year 2023-24. The stock options would vest on fulfilment of vesting conditions in accordance with the 2021 Plan. Taxable value of perquisite for car allowance has been considered in the aforesaid computation.
- § Services of the Managing Director & CEO may be terminated by either party, giving the other party six months' notice or the Company paying six months' basic salary in lieu thereof. There is no separate provision for payment of severance pay.
- % Appointed as an Independent Director of the Company with effect from 25th July 2023.
- @ Appointed as an Independent Director of the Company with effect from 26th October 2023.
- & Ceased to be an Independent Director and Chairman of the Board and the Company with effect from close of business hours on 30th September 2023, upon completion of his tenure as an Independent Director.
- ^ Passed away on 28th September 2023.
- ~ Represents retiral benefits like pension and medical reimbursement as per his contract entered into with the Company in his erstwhile capacity as an Executive Director which ended on 31st March 2009.
- ** Ceased to be the Independent Directors of the Company with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.
- j. No stock options are granted to the Independent Directors and Promoter Directors of the Company.
- k. ## Perquisites includes fixed allowances.

PERFORMANCE EVALUATION

In terms of the requirements of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and its Committees.

The Company has a structured assessment process, wherein the NRC of the Company has laid down the process for the effective manner of performance evaluation of the Board, its Committees and the Directors, including the Chairperson.

The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics.

The performance evaluation of the Board, its Committees and Directors is conducted under the guidance of the NRC Chair.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company after considering the views of other Directors, succession planning, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board of Directors has resolved to engage an external leadership advisory firm once in 3 years to conduct the Board evaluation. The Board had previously engaged Egon Zehnder, a leadership advisory firm ("Egon Zehnder") on Board matters, to conduct the Board evaluation for the financial year 2020-21.

Accordingly, during the year under review, the Board in consultation with the NRC had engaged Egon Zehnder, to conduct a review of the engagement of the Board, its Committees and Directors for FY 2023-24.

The outcome of the engagement review process focused on Board dynamics and softer aspects. The process involved a questionnaire-based approach followed by independent one-on-one discussions with all Board members.

The Board evaluation process was completed for financial year 2023-24. The outcome of the engagement review was presented by Egon Zehnder to the NRC and the Board of Directors of the Company.

The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

Board and Individual Directors

The parameters of the performance evaluation process for the Board, *inter alia*, includes composition of Board, process for appointment of Directors on the Board, succession planning of Chairman and Managing Director & CEO, open and honest discussion, handling critical and dissenting views, managing conflict of interest, attention to Company's long-term strategy, flow of information on key strategic matters and possible investment/acquisition opportunities, evaluation of the governance processes of the Company, quality of discussions at the meeting, adequacy of risk management measures, overall contribution of Board to the Company, etc.

The parameters of the performance evaluation process for the Directors, *inter alia*, includes effective participation at meetings of the Board, understanding of the roles, responsibilities and the business, domain knowledge, attendance of Directors, etc. Independent Directors were evaluated by the entire Board with respect to fulfilment of independence criteria specified in the Listing Regulations and the Act and their independence from the management. Additional criteria for evaluation of Chairman of the Board includes ability to co-ordinate Board discussions, steering the meeting effectively, seeking views and dealing with dissent, etc.

The outcome of survey and feedback from Directors was discussed at the meeting of NRC and Board of Directors.

Managing Director & CEO

The NRC evaluates the performance of the Managing Director & CEO by setting his Key Performance Objectives at the beginning of each financial year.

The Committee ensures that his Key Performance Objectives are aligned with the immediate and long-term goals of the Company. The performance of the Managing Director & CEO vis-à-vis the Performance Objectives/Parameters set at the beginning of the financial year are also reviewed by the NRC during the year.

Committees of the Board

The performance evaluation of Committees included aspects like the degree of fulfilment of key responsibilities as outlined by the terms of reference of the Committee, adequacy of Committee composition, effectiveness of discussions at the Committee meetings, quality of deliberations at the meetings and information provided to the Committees, etc. The feedback from members and the action suggested by the NRC and Board are discussed at the respective meetings of the Committees of the Board of Directors for taking necessary action.

Report on Corporate Governance (Contd.)

Synopsis of outcome of evaluations for the financial year 2023-24 and action plan

As an outcome of the performance evaluation, the Board noted the following:

- the Directors have objective views and are focussed on meaningfully contributing to the Company and its performance.
- the diverse composition of the Board has brought in rich and relevant experience.
- the Independent Directors are respected for their skills and significant Board experience. The Independent Directors feel valued on the Board.
- the Board has the resilience and ability to engage in difficult conversations.
- the Board believed in the commitment and capability of the management despite challenging circumstances.
- high standards of governance and strong compliance are a top priority for the Board.
- the Committees met and interacted at the right frequency and cadence.

The overall outcome of the performance evaluation was positive and the Board would engage further on the areas to be actioned upon.

These actionable areas would, *inter alia*, include strengthening of Board composition from long-term perspective including Board and Chair succession, spending more time on the Company's strategy considering the recent Board transition and succession planning.

Progress on recommendations from last year's evaluation was also discussed. The Board spent considerable time on focussing on ESG being at the core of all business objectives and operations, and long term succession planning for the members of the Board.

EMPLOYEE STOCK OPTION PLAN ("ESOP")

With the approval of the shareholders at the AGM of the Company held on 29th June 2021, the Company had introduced Asian Paints Employee Stock Option Plan 2021 ("2021 Plan"), to reward, incentivise and retain eligible employees.

The NRC plays the role of the Compensation Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

The Asian Paints Employees Stock Ownership Trust ("ESOP Trust") is managed by an Independent Trustee and certain employees of the Company acting as the other Trustees.




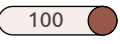



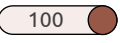



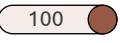
The information as required under the SEBI SBEB Regulations form part of this Integrated Annual Report and also have been uploaded on the Company's website at <https://www.asianpaints.com/AnnualReports.html>.

For further details, refer to the Board's Report/notes to the financial statements wherein detailed information has been provided.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee ("SRC"), presently comprises of an Independent Director and 2 Non-Executive Directors. The Chairperson of the SRC is an Independent Director.

The composition of the SRC of the Board of Directors of the Company along with the details of the meetings held during the financial year 2023-24 and attendance by the members of the Committee, is detailed below:

Name of Members	Nature of membership	Meeting dates			% of attendance
		1	2	3	
		4 th August 2023	3 rd November 2023	7 th February 2024	
Vibha Paul Rishi*	Chairperson				100 
Jigish Choksi	Member				100 
Nehal Vakil	Member				100 



Attended through video conference

Notes:

- * Ceased to be a member of the Committee with effect from close of business hours on 31st March 2024, upon completion of her tenure as an Independent Director.
- Dr. Gopichand Katraggadda, Independent Director has been appointed as the member and Chairman of the Committee with effect from 1st April 2024.
- Mr. R J Jeyamurugan, CFO & Company Secretary of the Company is the Secretary to the Committee and is a permanent invitee to the Committee.

Terms of Reference

The SRC is, *inter alia*, entrusted with the following responsibilities by the Board of Directors of the Company:

Sr. No.	Activities of the Committee during the year	Frequency
1.	Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.	Q
2.	Reviewing of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.	Q
3.	Issuing share certificates pursuant to duplicate/remat/renewal requests as and when received by the Company.	P
4.	Providing direction to the management on the implementation of ESG Strategy.	P
5.	Providing oversight of the execution of the ESG Strategy and the Company's progress and performance on its long-term ESG commitments and targets.	P

Frequency: **A** Annually **Q** Quarterly **P** Periodically **E** Event-based





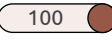




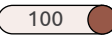




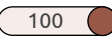

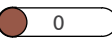




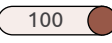
Governance

- The composition and terms of reference of the SRC are in line with the applicable provisions of the Listing Regulations and the Act.
- Mr. R J Jeyamurugan, CFO & Company Secretary, is the Compliance Officer in accordance with Regulation 6 of the Listing Regulations. Mr. R J Jeyamurugan is an Associate Member of ICSI and an Associate member of the ICAI.
- SRC transacted some of the business under its terms of reference by passing resolutions by circulation during the year under review.
- SRC reviews and takes note of the outcome of the AGM and Postal Ballot, in terms of pattern of voting by the shareholders on the resolutions placed for approval and recommendations of proxy advisory firms thereto.
- During the year under review, in view of the recent amendments made by SEBI through its various Circulars in the investors' grievance redressal mechanism, SRC had amended the Investors' Grievance Redressal Policy to include revision in timelines for redressal of investor complaints, framework, and process for redressal of investor grievances.
- The Chairperson of SRC attended the 77th AGM of the Company for the year ended 31st March 2023 held on 27th June 2023.
- The number of complaints received and redressed during the financial year 2023-24 is given in the 'General Shareholder Information' section, which forms part of this Integrated Annual Report.
- All the decisions and recommendations made by the Committee during the year were approved by a requisite majority by the members of the Committee.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ("CSR") Committee, presently, comprises of an Independent Director, the Managing Director & CEO and 2 Non-Executive Directors.

The composition of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held during the financial year 2023-24 and attendance by the members of the Committee, in person or through video conference, is detailed below:

Name of Members	Nature of membership	Meeting dates				% of attendance
		1 14 th July 2023	2 13 th October 2023	3 15 th January 2024	4 22 nd March 2024	
Malav Dani	Chairman					100 
Amrita Vakil	Member					100 
Amit Syngle	Member					100 
Deepak Satwalekar*	Member		NA	NA	NA	0 
Vibha Paul Rishi [#]	Member					100 

  Attended through video conference   Attended in person   Leave of absence  NA Not applicable

Report on Corporate Governance (Contd.)

Notes:

- * Ceased to be a member of the Committee with effect from close of business hours on 30th September 2023, upon completion of his tenure as an Independent Director.
- # Ceased to be a member of the Committee with effect from close of business hours on 31st March 2024, upon completion of her tenure as an Independent Director.
- Dr. Gopichand Katraggada, Independent Director has been appointed as the member of the Committee with effect from 1st April 2024.
- Mr. R J Jeyamurugan, CFO & Company Secretary of the Company acts as the Secretary to the Committee.

Terms of Reference

The CSR Committee is, *inter alia*, entrusted with the following key responsibilities by the Board of Directors of the Company:

Sr. No.	Activities of the Committee during the year	Frequency
1.	Recommending the amount of expenditure to be incurred on the CSR activities.	A
2.	Monitoring implementation and adherence to the CSR Policy of the Company from time to time.	Q
3.	Preparing a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company.	P

Frequency: **A** Annually **Q** Quarterly **P** Periodically **E** Event-based

RISK MANAGEMENT COMMITTEE

The Risk Management Committee ("RMC"), presently, comprises 2 Independent Directors, 2 Non-Executive Directors and a member from the management of the Company. The Chairperson of the RMC is an Independent Director.

The composition of the RMC of the Board of Directors of the Company along with the details of the meetings held during the financial year 2023-24 and attendance of the members of the Committee through video conference is detailed below:

Name of Members	Nature of membership	Meeting dates			% of attendance
		1	2	3	
		30 th June 2023	27 th September 2023	23 rd February 2024	
Vibha Paul Rishi*	Chairperson				100
Jigish Choksi	Member				100
Milind Sarwate#	Member				100
Nehal Vakil#	Member				100
Pallavi Shroff*	Member				66.67
Rahul Bhatnagar	Member				100

Attended through video conference Attended in person Leave of absence Not applicable

Notes:

- * Ceased to be the members of the Committee with effect from close of business hours on 31st March 2024, upon completion of their respective tenures as the Independent Directors.
- # Appointed as members of the Committee with effect from 26th October 2023.
- Mrs. Ireena Vittal, Independent Director has been appointed as the member and the Chairperson of the Committee with effect from 1st April 2024.

Governance

- The composition and terms of reference of the CSR Committee are in line with the applicable provisions of the Act.
- The meetings of the CSR Committee are also attended by members of the CSR Council of the Company as invitees. Further, employees responsible for the CSR activities on ground, are invited to the Committee meetings to give the members a first-hand account of the work done.
- The CSR Committee transacted some of the business under its terms of reference by passing resolutions by circulation during the year under review.
- All the decisions and recommendations made by the Committee during the year were approved by a requisite majority by the members of the Committee.
- The details of the CSR initiatives as per the CSR Policy of the Company is available in the Board's Report forming part of this Integrated Annual Report. The CSR Policy of the Company has been uploaded on the Company's website at <https://www.asianpaints.com/CSRPolicy.html>.

- d. The intervening period between 2 consecutive RMC meetings was well within the maximum allowed gap of 180 days.
- e. Mr. Alok Agrawal, General Manager – Internal Audit & Risk heads the Internal Audit and Risk Management function of the Company. The meetings of the RMC are also attended by him as an invitee.
- f. Mr. R J Jeyamurugan, CFO & Company Secretary of the Company is the Secretary to the Committee.

Terms of Reference

The RMC is, *inter alia*, entrusted with the following key responsibilities by the Board of Directors of the Company:

Sr. No.	Activities of the Committee during the year	Frequency
1.	Identification of Company's risk appetite set for various elements of risk.	P
2.	Ensuring appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.	P
3.	Formulating a detailed risk management policy which shall include: <ul style="list-style-type: none"> a) A framework for identification of internal and external risks specifically faced by the listed entity. b) Measures for risk mitigation including systems and processes for internal control of identified risks. c) Business continuity plan. 	P
4.	Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.	P
5.	Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.	P
6.	Seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise as and when required.	E

Frequency: **A** Annually **Q** Quarterly **P** Periodically **E** Event-based

Governance

- a. The composition and terms of reference of the RMC are in line with the applicable provisions of the Listing Regulations.

- b. The RMC is responsible for oversight of the overall risk management processes of the Company and ensuring that key strategic and business risks are identified and addressed by the management.
- c. The Company has in place Risk Management Framework, which provides the guiding principles for risk management efforts in the Company. The Risk Management Framework includes identification of risks, risk management process, reporting of risks to the management and disclosure of such risks to stakeholders which shall impact the going concern status of the Company.
- d. The Risk Management Policy of the Company articulates the Company's approach to address uncertainties in its endeavours to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of various stakeholders within the Company, the structure for managing risks and framework with respect to Risk Management and the Internal Financial Controls comprehensively address the key strategic/business risks, information technology, financial, cyber security risks and operational risks, respectively.
- e. During the year, the Risk Management Policy of the Company was reviewed by the Committee and as it being abreast, no changes were proposed in the said Policy. The Risk Management Policy has been uploaded on the Company's website at <https://www.asianpaints.com/RMPolicy.html>.
- f. The Committee obtains outside legal or other professional advice and secures attendance of outsiders with relevant expertise, if it considers necessary.
- g. All the decisions and recommendations made by the Committee during the year were approved by the requisite majority by the members of the Committee.

INVESTMENT COMMITTEE

Apart from the above statutory Committees, the Board has constituted an Investment Committee with an objective to focus and report to the Board on areas of strategic focus and significance for the Company.

The Investment Committee, presently, comprises of 2 Independent Directors, 3 Non-Executive Directors and the Managing Director & CEO. The Chairman of the Investment Committee is an Independent Director.

Report on Corporate Governance (Contd.)

The composition of the Investment Committee of the Board of Directors of the Company along with the details of the meetings held during the financial year 2023-24 and attendance of the members of the Committee, in person or through video conference, is detailed below:

Name of Members	Nature of membership	Meeting dates			% of attendance
		1	2	3	
		6 th November 2023	11 th January 2024	6 th March 2024	
R Seshasayee	Chairman				100
Manish Choksi	Member				100
Malav Dani	Member				100
Amit Syngle	Member				100
Amrita Vakil	Member				100
Soumitra Bhattacharya*	Member				100
Suresh Narayanan#	Member				66.67



Attended through video conference



Attended in person



Leave of absence

Notes:

- * Appointed as a member of the Committee with effect from 26th October 2023.
- # Ceased to be a member of the Committee with effect from close of business hours on 31st March 2024, upon completion of his tenure as an Independent Director.
- Mr. R J Jeyamurugan, CFO & Company Secretary acts as the Secretary to the Committee and is a permanent invitee to the Committee.

Terms of Reference

The terms of reference of the Investment Committee, *inter alia*, include reviewing and evaluating proposals for investment (including acquisitions), divestments, strategic alliances/technological tie-ups, large projects requiring capital expenditure based on strategic plans of the Company or its subsidiaries, and making appropriate recommendations to the Board of the Company.

It is also responsible for reviewing the post-transaction completion and integration processes and reviewing if the status is in line with the plans for acquisitions/strategical alliances/technological tie-ups.

SENIOR MANAGEMENT

The Nomination and Remuneration Policy of the Company defines Senior Management of the Company. Below is the list of Senior Management Personnel of the Company as on 31st March 2024:

Sr. No.	Name of Senior Management Personnel	Designation
1.	Mr. Rahul Bhatnagar	President – Project Sales, R&T, Industrial JVs, Home Improvement
2.	Mr. R J Jeyamurugan	CFO & Company Secretary
3.	Mr. Harish Lade	Senior Vice President – Supply Chain
4.	Mr. Aashish Kshetry	Vice President – Systems
5.	Mr. Sameer Salvi	Vice President – Backward Integration Businesses, Mantech & Strategy
6.	Mr. Shyam Swamy	Vice President – Home Improvement, Décor, Services & Retailing
7.	Mr. Pragyan Kumar	Chief Executive – Asian Paints International Private Limited, a wholly owned subsidiary of the Company in Singapore
8.	Ms. Savitha Shivsankar	Chief Human Resources Officer
9.	Mr. Gagandeep Kalsi	Associate Vice President – Strategy, Business Development
10.	Mr. Amit Kumar Singh	Associate Vice President – Corporate Affairs & CSR
11.	Mr. Vishu Goel	Associate Vice President – Retail Sales, Commercial & Marketing
12.	Mr. Alok Agrawal	General Manager – Internal Audit & Risk (Chief Internal Auditor)

There has been no change in the list of senior management personnel since the close of the previous financial year except due to change in the definition of Senior Management in the Nomination and Remuneration Policy of the Company pursuant to amendment to the Listing Regulations.

CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, the CEO/CFO certificate for the financial year 2023-24 signed by Mr. Amit Syngle, Managing Director & CEO, and Mr. R J Jeyamurugan, CFO & Company Secretary, was placed before the Board at its meeting held on 9th May 2024 and is annexed to this Integrated Annual Report as Annexure (A).

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

As required under Schedule V of the Listing Regulations, the Auditors Certificate on Corporate Governance is annexed to this Integrated Annual Report as Annexure (B).

GENERAL MEETINGS

Details of the last 3 AGMs of the Company and summary of Special Resolutions passed therein, if any, are as under:

Financial Years	Date and Time	Location	Special resolutions passed
2020-21	29 th June 2021 at 11.00 a.m. IST	Conducted through video conference/ other audio visual means. The deemed venue of the meeting is the Registered Office of the Company at 6A, Shantinagar, Santacruz (East), Mumbai – 400 055	<ol style="list-style-type: none"> 1. Re-appointment of Mr. R. Seshasayee (DIN: 00047985) as an Independent Director of the Company to hold office for a second term from 23rd January 2022 to 22nd January 2027. 2. Continuation of the Directorship by Mr. R. Seshasayee (DIN: 00047985) as an Independent Director of the Company. 3. Formulation of Asian Paints Employee Stock Option Plan 2021 ("2021 Plan") and grant of stock options to the eligible employees of the Company under the 2021 Plan. 4. Formulation of Asian Paints Employee Stock Option Plan 2021 ("2021 Plan") and grant of stock options to the eligible employees of the Company's subsidiaries under the 2021 Plan. 5. Secondary acquisition of equity shares of the Company by the Asian Paints Employees Stock Ownership Trust for the implementation of the Asian Paints Employee Stock Option Plan 2021. 6. Change of place of keeping and inspection of Register and Index of Members, returns, etc.
2021-22	29 th June 2022 at 11.00 a.m. IST		NIL
2022-23	27 th June 2023 at 11.00 a.m. IST		<ol style="list-style-type: none"> 1. Continuation of directorship by Mr. Ashwin Dani (DIN: 00009126) as a Non-Executive Director of the Company.

During the last 3 years, no resolutions have been rejected by the shareholders.

POSTAL BALLOT

During the financial year 2023-24, the following special resolutions were passed through Postal Ballot:

Date of postal ballot notice	Special resolutions passed	Approval date	Voting Pattern	
			% of votes cast in favour	% of votes cast against
25 th July 2023	Appointment of Mrs. Ireena Vittal (DIN: 05195656) as an Independent Director of the Company to hold office for a period of 5 consecutive years from 25 th July 2023 to 24 th July 2028.	15 th September 2023	96.85	3.15
26 th October 2023	Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as an Independent Director of the Company to hold office for a period of 5 consecutive years from 26 th October 2023 to 25 th October 2028.	22 nd December 2023	99.92	0.08

Report on Corporate Governance (Contd.)

Date of postal ballot notice	Special resolutions passed	Approval date	Voting Pattern	
			% of votes cast in favour	% of votes cast against
17 th January 2024	Re-appointment of Mrs. Pallavi Shroff (DIN: 00013580) as an Independent Director of the Company to hold office for a second term of 2 consecutive years from 1 st April 2024 to 31 st March 2026.	The Notice of Postal Ballot was withdrawn by the Board of Directors on 23 rd March 2024, based on the intimation received from Mrs. Pallavi Shroff informing the Board that she would not be able to continue for a second term of appointment as an Independent Director of the Company, on account of several new projects that her firm had undertaken leading to enhanced professional and time commitments. Mrs. Pallavi Shroff also confirmed that there were no other material reasons for her non-continuation.	-	-
28 th March 2024*	Appointment of Dr. Gopichand Katragadda (DIN: 02475721) as an Independent Director of the Company to hold office for a period of 5 consecutive years from 1 st April 2024 to 31 st March 2029.	8 th May 2024	99.20	0.80

* The Special Resolution was passed during the financial year 2024-25.

Procedure adopted for Postal Ballot

In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110 and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members.

The Company had engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing electronic voting facility to all its members.

Mr. Makarand M. Joshi (Membership No.: 5533, COP: 3662), failing him, Ms. Kumudini Bhalerao (Membership No.: 6667, COP: 6690), Partners of Makarand M. Joshi & Co., Company Secretaries, were appointed as the Scrutinizer for carrying out the aforesaid Postal Ballot voting process through electronic means in a fair and transparent manner.

The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the depositories/Link Intime India Private Limited (erstwhile TSR Consultants Private Limited), the Company's Registrar and Share Transfer Agent. The Company also published the notice in the newspapers declaring the details of completion of dispatch, e-voting details, and other requirements in terms of the Act read with the Rules

issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. The notice of aforesaid Postal Ballots are available on the Company's website at <https://www.asianpaints.com/PostalBallot.html>.

The Scrutinizer submitted his report to the CFO & Company Secretary based on the authorisation by the Chairman of the Company, after the completion of scrutiny and the consolidated results of the voting by Postal Ballot were then announced by the CFO & Company Secretary.

The voting results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were placed on the Company's website at <https://www.asianpaints.com/PostalBallot.html> and were available on the website of the Stock Exchanges and NSDL.

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Integrated Annual Report.

The details of the previous postal ballots are available on the Company's website at <https://www.asianpaints.com/PostalBallot.html>.

COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

- a. The Company has complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) of the Listing Regulations.

b. Related Party Transactions ("RPTs"):

During the year under review,

- i. all RPTs entered into by the Company, were approved by the Audit Committee and were in the ordinary course of business and at arm's length basis. The Audit Committee also granted prior omnibus approval for RPTs which would be in the ordinary course of business and on an arm's length basis that are repetitive in nature and also for unforeseen transactions, in line with the Policy on Dealing with and Materiality of Related Party Transactions and the applicable provisions of the Act read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force).
- ii. the Audit Committee reviewed on a quarterly basis, the details of RPTs, entered into by the Company pursuant to the omnibus approval granted.
- iii. the Company did not enter into any material RPTs nor did it enter into any significant transaction with its related parties that may have a potential conflict with the interests of the Company.
- iv. the RPTs undertaken by the Company were in compliance with the provisions set out in the Act read with the Rules issued thereunder and relevant provisions of the Listing Regulations.
- v. The business rationale for the transactions with related parties and details of the same form part of the Board's Report and Notes to financial statements of this Integrated Annual Report.
- vi. The Policy on Dealing with and Materiality of Related Party Transactions is available on the website of the Company at <https://www.asianpaints.com/RPTPolicy.html>.
- vii. Pursuant to Regulation 23(9) of the Listing Regulations, the Company had filed the half-yearly reports on related party transactions with the stock exchanges on which the equity shares of the Company are listed.

- viii. The details of remuneration paid to the employee of the Company, who is relative of the Directors as on 31st March 2024 is as under:

Name of the Employee	Name of relationship with Directors	Remuneration (in ₹)
Varun Vakil	Relative of Amrita Vakil and Nehal Vakil	1,06,62,735

Note:

In terms of Section 177 and other applicable provisions, if any, of the Act read with the Rules issued thereunder and the Listing Regulations, the appointment and remuneration payable to the aforesaid employee is approved by NRC and the Audit Committee and is noted by the Board of the Company and is at arm's length and in the ordinary course of business.

Report from an independent firm of accountants

During the year under review, the Company had engaged a firm of accountants to review the processes followed by the Company for determining that the transactions with certain identified related parties are at an arm's length and in the 'ordinary course of business'. The report provided by the aforesaid firm states that Company's processes in this regard are appropriate and the relevant approvals under the Act and the Listing Regulations have been obtained for such transactions. The identified related parties covered in the report are entities controlled or jointly controlled by Directors and key management personnel of the Company and/or the close members of such Director's and the key management personnel's family.

- c. No loans/advances in the nature of debt were given to firms/companies in which Directors of the Company are interested.
- d. **Reclassification of the entity forming part of the Promoter(s) Group of the Company**

The Board of Directors at its meeting held on 17th January 2024, *inter alia*, approved the request received from Hitech Insurance Broking Services Limited ('HIBSL'), an entity forming part of the Promoter(s) Group of the Company, seeking reclassification from the 'Promoter(s) Group' category to the 'Public' category, subject to the approval of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited and such other approvals/confirmations/consents as may be necessary and required for the said purpose under the Listing Regulations.

Report on Corporate Governance (Contd.)

The said request was pursuant to the divestment of the entire stake held by the members of the Promoter(s) & Promoter(s) Group of the Company in HIBSL in favour of persons not forming part of or related to the Promoter(s) & Promoter(s) Group of the Company. It may be noted that HIBSL does not hold any shares in the Company.

The Company has submitted the application to the stock exchanges on 15th February 2024 which is currently in the stage of review by the stock exchanges. The Company will continue to make necessary disclosures on the material developments in this regard from time to time.

e. Vigil Mechanism and Whistle Blower Policy:

The Company is committed to the highest standards of ethical, moral, and legal business conduct.

The Company has adopted a Whistle Blower Policy and an effective vigil mechanism system to provide a formal mechanism to its Directors, employees, customers, suppliers, shareholders and business associates to voice concerns in a responsible and effective manner regarding suspected unethical matters involving serious malpractice, abuse or wrongdoing within the organisation and also safeguards against victimisation of Directors/ employees and business associates who avail of the mechanism.

The vigil mechanism as envisaged in the Act and the Listing Regulations is implemented through the Code of Conduct for Employees and Whistle Blower Policy. The scope of the vigil mechanism also enables its stakeholders to report on any cases of leakage of UPSI and consequent non-compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Prohibition of Insider Trading Regulations").

In accordance with the Policy, an Ethics Committee has been constituted comprising of the Managing Director & CEO, CFO & Company Secretary and the Chief Human Resources Officer for receiving and investigating all complaints and protected disclosures under Whistle Blower Policy.

Employees of the Company or business partners can make protected disclosures to the Ethics Committee through the Asian Paints Ethics Hotline (toll-free number 000-800-100-1622/web reporting facility <http://asianpaints.ethicspoint.com/>) and/or any other written communication by sending it to the Registered Office of the Company or via email to whistle.blower@asianpaints.com or oral means of communication.

The employees/Directors and business associates may, in exceptional cases, approach directly to the Chairman of the Audit Committee of the Board of the Company for registering complaints.

All incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy. No person was denied access to the Audit Committee of the Company with regards to the above.

The Whistle Blower Policy is available on the Company's website at <https://www.asianpaints.com/WBPolicy.html>.

- f. In accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Directors, Promoter(s) & members of Promoter(s) Group and Senior Managerial Personnel have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
- g. In accordance with provisions of Regulation 26(5) of the Listing Regulations, Senior Management Personnel have affirmed that they do not have any personal interest relating to material, financial and commercial transactions which may have a potential conflict with the interest of the Company at large.
- h. The Company has complied with all the requirements of the Stock Exchanges and SEBI on matters relating to Capital Markets. There were no penalties imposed or strictures passed against the Company by SEBI, Stock Exchanges on which the shares of the Company are listed or any statutory authority in this regard, during the last 3 years.
- i. The Company has not been informed of any agreement under Regulation 30A(1) read with clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations. Accordingly there was no requirement for disclosing the same.
- j. The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.
- k. **Non-Mandatory Requirements**
 - i. The Independent Chairman of the Company has been provided with a Chairman's Office at the Registered Office of the Company.



- ii. The Chairman of the Board is a Non-Executive, Independent Director and his position is separate from that of the Managing Director & CEO. Further, the Chairman of the Company is not related to the Managing Director & CEO.
- iii. Quarterly and Half-yearly financial results of the Company are sent to all the shareholders who have registered their email addresses with the Company and stock option grantees of the Company.
- iv. The Company discusses with the Institutional Investors and Equity Analysts on the Company's performance on a periodic basis and presentations, if any, made during such meetings and calls are also available on the Company's website at <https://www.asianpaints.com/InvestorPresentations.html>.
- v. During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- vi. The Chief Internal Auditor reports functionally to the Audit Committee of the Company and administratively to the Managing Director & CEO. He participates in the meetings of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audit Committee and also participates in the meetings of the Risk Management Committee.
- vii. The Company releases audited standalone financial results every quarter.
- viii. The Integrated Report has been prepared as per the Integrated Reporting <IR> framework by International Integrated Reporting Council.

Reasonable and limited assurance engagement on the agreed indicators in the Integrated Annual Report including the Business Responsibility and Sustainability Report has been provided by Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), in accordance with the Standard on Sustainability Assurance Engagements ("SSAE") 3000, Assurance Engagements on Sustainability Information and the Standard on Assurance Engagements ("SAE") 3410, Assurance Engagements on Greenhouse Gas Statements, both issued by the Sustainability Reporting Standards Board of the

ICAI, the International Standards on Assurance Engagements (ISAE) 3000 (revised), ISAE 3410, Assurance Engagements on Greenhouse Gas Statements issued by the International Auditing and Assurance Standard Board (IAASB). The report is annexed to this Integrated Annual Report.

l. Subsidiary companies:

The Company does not have any material subsidiary company in terms of Regulation 16(1)(c) of the Listing Regulations. The synopsis of the minutes of the Board meetings of the subsidiary companies are placed at the Board meeting of the Company on quarterly basis and the minutes are uploaded on a secured web-based platform, for easy accessibility by the Directors. The Audit Committee reviews the financial statements including investments by the unlisted subsidiaries of the Company.

The management annually brings to the notice of the Audit Committee and the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by unlisted subsidiaries, if any. The Policy for determining material subsidiaries has been uploaded on the Company's website at <https://www.asianpaints.com/PolicyforMaterialSubsidiaries.html>.

m. Website:

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website at <https://www.asianpaints.com/CorporateGovernanceatAPL.html>.

This section includes the basic information of the Company. Further, it also includes details relating to the financial results declared by the Company, annual reports, presentations made by the Company to investors, press releases, shareholding patterns and such other material information which is relevant to shareholders, etc.

The Company ensures the content on the website of the Company is correct and updated within prescribed timelines.

n. Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24A of the Listing Regulations, directed listed entities to obtain Annual Secretarial Compliance Report from a Practising Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder.

Report on Corporate Governance (Contd.)

The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practising Company Secretary under Form No. MR-3 and is required to be submitted to the Stock Exchanges within 60 days from the end of the financial year.

The Company has engaged the services of Dr. K. R. Chandratre (CP No.: 5144), Practising Company Secretary and Secretarial Auditor of the Company, for providing this certification.

The Company is publishing the said Secretarial Compliance Report, on voluntary basis and the same has been annexed to the Board's Report forming part of this Integrated Annual Report.

o. Certificate from Practicing Company Secretary:

Certificate as required under Part C of Schedule V of the Listing Regulations, received from Mr. Makarand M. Joshi (CP No.: 3662), Partner of Makarand M. Joshi & Co., Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed and/or continuing as Directors of the Company by the SEBI/MCA or any such statutory authority, was placed before the Board of Directors at their meeting held on 9th May 2024 and is set out as Annexure (C) to this Integrated Annual Report.

p. Total fees paid to Statutory Auditors of the Company:

Total fees for the financial year 2023-24, paid by the Company and its subsidiaries, on a consolidated basis, to Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors are a part, for all services taken from them are as follows:

Particulars	Amount (₹ In Crores)
Statutory Audit Fees	3.95
Tax Audit Fees	0.31
Others (includes Other Certification Services*, Out-of-pocket expenses, etc.)	0.48
Total	4.74

* required under applicable laws.

q. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, the Company has adopted a gender neutral Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace, for the prevention of sexual harassment which is aimed at providing all employees a safe, secure and dignified work environment and constituted an Internal Complaints Committee to deal with complaints relating to sexual harassment at workplace.

Further, the Policy also gives shelter to contract workers, probationers, temporary employees, trainees, apprentices of the Company and any person visiting the Company at its office.

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace.

The details relating to the number of complaints received and disposed off during the financial year 2023-24 are as under:

Particulars	Number of complaints
Filed during the financial year	11
Disposed off during the financial year	9
Pending as at the end of the financial year	2*

* Cases were resolved within 90 days.

The Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace is available on the Company's website at <https://www.asianpaints.com/POSHPolicy.html>.



r. Code of Conduct for Employees:

The Company has adopted a Code of Conduct for Employees which provides guiding principles of conduct to promote ethical conduct of business, confirms to equitable treatment of all, and to avoid practices like bribery, corruption and anti-competitive practices.

Employees are mandated to undergo video based training modules and case studies embodying real-life examples upon joining the organisation as a part of their induction and annually as a part of periodic refresher trainings for all employees. During the year under review, around 92% of employees completed the training module.

The Code of Conduct for Employees enjoins that everyone in the organisation must know and respect existing laws, accept and provide appropriate professional views, and be upright in their conduct and observe corporate discipline.

The Code of Conduct for Employees is aligned to the Asian Paints' charter, its values, ESG matrix and focus areas, and it include the policies and practices followed by the Company, to include guiding principles on which the Company conducts its business and its implementation by employees.

During the year under review, the Code of Conduct for Employees was amended to align with the disclosure obligations of the Listing Regulations.

The Code of Conduct for Employees is available on the Company's website at <https://www.asianpaints.com/EmployeeCoC.html>.

s. Code of Conduct for Board Members and Senior Management Personnel:

The Company has adopted a Code of Conduct for Board Members and Senior Management Personnel which provides guiding principles of conduct to promote ethical conduct of business, confirms to equitable treatment of all, and to avoid practices like bribery, corruption and anti-competitive practices. During the year under review, the Code of Conduct for Board and Senior Management was amended to amend the definition of senior management and to align with the disclosure obligations of the Listing Regulations.

All members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel for the financial year 2023-24. A declaration to this effect duly signed by Mr. Amit Syngle, Managing Director & CEO of the Company is annexed as Annexure (D) to this Integrated Annual Report.

The Code of Conduct for Board Members and Senior Management Personnel is available on the Company's website at

<https://www.asianpaints.com/CodeofConductBODSM.html>.

The Board of Directors reviews this Code once in 3 years and every subsequent modification, alteration or amendment made thereto, shall be promptly disclosed on the Company's website.

t. Code of Conduct for Business Partners:

The Company has adopted a formal Code of Conduct for its Business Partners (Business Partners includes suppliers/dealers/service providers/vendors/traders/agents/consultants/contractors/sub-contractors/joint venture partners/third parties, acting directly and/or through their representatives, engaged by the Company, in the normal course of business).

The Company has developed the Code of Conduct for Business Partners to emphasise its commitments in the areas of business integrity, human rights, labour practices and environment stewardship. The Code of Conduct for Business Partners is available on the Company's website at <https://www.asianpaints.com/CodeofConductforBusinessPartners.html>.

u. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:

In accordance with the SEBI Prohibition of Insider Trading Regulations, the Company has a Code of Conduct to Regulate, Monitor and Report trading by Designated Persons ("Code for Prevention of Insider Trading") and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure").

Further, the Company has established systems and procedures to prohibit insider trading activity.

The Code for Prevention of Insider Trading is reviewed and amended suitably from time to time, to incorporate the amendments carried out by SEBI.

All compliances relating to the Code of Conduct for Prevention of Insider Trading are being managed through a web-based portal onboarded by the Company.

The Company periodically circulates the informative emails on prevention of Insider Trading, Do's and Don'ts, etc. to the Designated Persons to familiarise them with the provisions of the Code for Prevention of Insider Trading and educate and sensitize them on various aspects of Code for Prevention of Insider Trading.

Report on Corporate Governance (Contd.)

The management also conducted several trainings and workshops with the Designated Persons to create awareness on various aspects of the Code for Prevention of Insider Trading and the SEBI Prohibition of Insider Trading Regulations and to ensure that the internal controls are adequate and effective to ensure compliance.

These activities have created substantial awareness amongst the Designated Persons. During the year under review, the Audit Committee has reviewed the compliance with the provisions of the SEBI Prohibition of Insider Trading Regulations and has verified that the systems for internal controls are adequate and operating effectively.

The Audit Committee reviews cases of non-compliances, if any, and makes necessary recommendations to the Board, as prescribed in the penalty framework adopted by the Board of Directors, with respect to action taken against such defaulters in accordance with the penalty framework. The said non-compliances are promptly intimated to the Stock Exchanges in the prescribed format and penalty, if any, is being directly deposited by the Designated Person with SEBI's Investor Protection and Education Fund.

The Board has also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosure as per the requirements of the SEBI Prohibition of Insider Trading Regulations.

100% Submission of Annual Disclosure

All the Designated Persons of the Company as on 31st March 2024 submitted the annual disclosure as prescribed under Code for Prevention of Insider Trading in compliance with SEBI Prohibition of Insider Trading Regulations.

The Code for Prevention of Insider Trading and Code of Fair Disclosure is available on the Company's website at <https://www.asianpaints.com/CodesandPolicies.html>.

v. Policy on engagement of Statutory Auditors:

The Company has a Policy on engagement of Statutory Auditors of the Company.

The objective of the Policy is to act as a guideline for establishing proper procedures for determining, *inter alia*, qualification, eligibility, and procedure for appointment/re-appointment/removal of the statutory auditors that conform with the extant norms of applicable laws and regulations.

The Policy on engagement of Statutory Auditors is available on the Company's website at <https://www.asianpaints.com/AuditorsEngagementPolicy.html>.

w. Advocacy Policy:

The Company has an Advocacy Policy which states the commitment of the Company to open and transparent engagements that create the sustainable future, advance economic value, and promotes trust in Company's vision of 'Bringing joy to people's lives'. The Advocacy Policy is available on the Company's website at <https://www.asianpaints.com/AdvocacyPolicy.html>.

x. Disclosure on resignation of Independent Directors:

None of the Independent Directors of the Company have resigned before the expiry of their tenure. Thus, disclosure of detailed reasons for their resignation along with their confirmation that there are no material reasons, other than those provided by them is not applicable.

y. There are no non-compliances of any requirements of Corporate Governance Report, as per sub-paras (2) to (10) of Schedule V Part C of the Listing Regulations.

z. Commodity price risk or foreign exchange risk and hedging activities:

The disclosure of commodity price risk or foreign exchange risk and hedging activities is given in the "General Shareholder Information" section, which forms part of this Integrated Annual Report.

aa. Means of communication:

The Company promptly discloses information on material corporate developments and other events as required under the Listing Regulations. Such timely disclosures indicate the good corporate governance practices of the Company. For this purpose, it provides multiple channels of communications through dissemination of information on the online portal of the Stock Exchanges, Press Releases, Annual Reports and by placing relevant information on its website.

i. Publication of financial results:

Quarterly, half-yearly and annual financial results of the Company are published in leading English and Marathi language newspaper, viz., all India editions of Economic Times, Mumbai edition of Free Press Journal, Navshakti & Business Standard, NavGujarat Samay and Maharashtra edition of Maharashtra Times.



ii. Website and News Releases:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' i.e. 'Disclosure under Regulation 46 of SEBI (LODR) Regulations' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Reports, financial results along with the applicable policies of the Company.

The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website at <https://www.asianpaints.com/InvestorPresentations.html>.

Quarterly Compliance Reports on Corporate Governance and other relevant information of interest to the Investors are also placed under the Investors section on the Company's website.

iii. Analysts presentations:

In compliance with Regulation 46 of the Listing Regulations, the presentations, audio recordings, video recordings and transcripts of investors conference call on business and financial performance of the Company are placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders.

The Company also conducts calls/meetings with investors immediately after declaration of financial results to brief them on the performance of the Company.

These calls are attended by the Managing Director & CEO, CFO & Company Secretary, Associate Vice President – Finance and representatives of Corporate Communications. The Company also uploaded transcript and audio recordings of the said meet on its website.

iv. Stock Exchange:

The Company has a Policy for determination of Materiality of Events/Information for the purpose of making disclosure to the Stock Exchanges.

The Managing Director & CEO and CFO & Company Secretary are empowered to decide on the materiality of information for the purpose of making disclosures to the Stock Exchanges.

The Company makes timely disclosures of necessary information to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where shares of the Company are listed, in terms of the Listing Regulations and other applicable rules and regulations issued by the SEBI.

The financials results of the Company and other UPSI are submitted to the Stock Exchanges immediately upon approval of the Board of Directors at the meeting and the meeting of the Board of Directors thereafter continues till its scheduled time, in order to minimise the time taken for dissemination of UPSI.

The Policy for determination of Materiality of Events/Information is available on the Company's website at <https://www.asianpaints.com/MaterialityPolicy.html>.

v. Exclusive email ID for investors:

The Company has a designated email id i.e. investor.relations@asianpaints.com exclusively for investor services, and the same is prominently displayed on the Company's website.

vi. NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre:

NEAPS and BSE Listing are web-based application designed by NSE and BSE, respectively, for corporates to make submissions. All periodical compliance filings, *inter alia*, shareholding pattern, compliance report on corporate governance, corporate announcements, amongst others, are filed electronically in accordance with the Listing Regulations.

Further, in compliance with the provisions of the Listing Regulations, all the disclosures made to the Stock Exchanges are in a format that allows users to find relevant information easily through a searching tool.

General Shareholder Information

1.	CORPORATE IDENTIFICATION NUMBER	L24220MH1945PLC004598
2.	REGISTERED OFFICE	Asian Paints Limited 6A, Shantinagar Santacruz (East) Mumbai – 400 055
3.	ANNUAL GENERAL MEETING	
	Day & Date	Tuesday, 25 th June 2024
	Time	11.00 a.m. IST
	Venue	Annual General Meeting (“AGM”) would be held through video conference/other audio visual means [Deemed venue for meeting: Registered Office of the Company]
4.	E-VOTING DETAILS	
	Cut-off date	Tuesday, 18 th June 2024 Shareholders whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be eligible to vote either through remote e-Voting or e-Voting during the AGM
	E-Voting start date and time	Friday, 21 st June 2024 at 9.00 a.m. IST
	E-Voting end date and time	Monday, 24 th June 2024 at 5.00 p.m. IST
5.	FINANCIAL CALENDAR	
	Financial Year	1 st April to 31 st March
	Tentative schedule for declaration of financial results during the financial year 2024-25	
	Quarter ending 30 th June 2024	Wednesday, 17 th July 2024
	Quarter and half-year ending 30 th September 2024	Wednesday, 23 rd October 2024
	Quarter and nine-months ending 31 st December 2024	Thursday, 16 th January 2025
	Quarter and financial year ending 31 st March 2025	Thursday, 8 th May 2025
6.	LISTING DETAILS	
	Name of Stock Exchanges and stock codes	Address
	BSE Limited (“BSE”) – 500820	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001
	National Stock Exchange of India Limited (“NSE”) – ASIANPAINT	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East) Mumbai – 400 051
7.	ISIN FOR DEPOSITORIES	INE021A01026

Payment of Listing Fees: Annual listing fees for the financial year 2024-25 has been paid by the Company to BSE and NSE.

Payment of Depository Fees: Annual Custody/Issuer Fees is being paid by the Company within the due date based on invoices received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

8. SHAREHOLDERS' VALUE CREATION

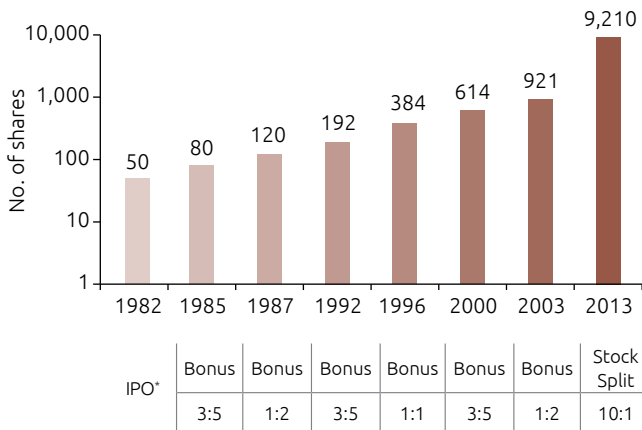
(i) Details of the dividend declared and paid by the Company for the last 5 years

Year	Percentage (%)	In ₹ per share (face value of ₹ 1 each)	Dividend amount (₹ in Crores)
2018-19	1,050	10.50	1,007.16
2019-20	1,200	12.00	1,151.04
2020-21	1,785	17.85	1,712.17
2021-22	1,915	19.15	1,836.86
2022-23	2,565	25.65	2,460.34
2023-24[^]	3,330	33.30	3,194.13

Note:

[^]Includes the final dividend of ₹ 28.15 for the financial year 2023-24 recommended by the Board of Directors, subject to approval of shareholders at the ensuing AGM.

(ii) Bonus issues and stock split



* Shares of face value of ₹ 10 each issued at a premium of ₹ 13 per share.

The above graph depicts the increase in the number of Asian Paints shares as a result of the Company's bonus issues over the years and a stock split in 2013 in the ratio of 10:1. For example, if an investor held 50 shares in 1982 during Initial Public Offer ("IPO") and continued to hold it, he/she/they would have 9,210 shares today owing to the bonus share issues and stock split.

Over the course of 42 years since the IPO, the shareholder wealth has grown at a CAGR of ~ 27%.

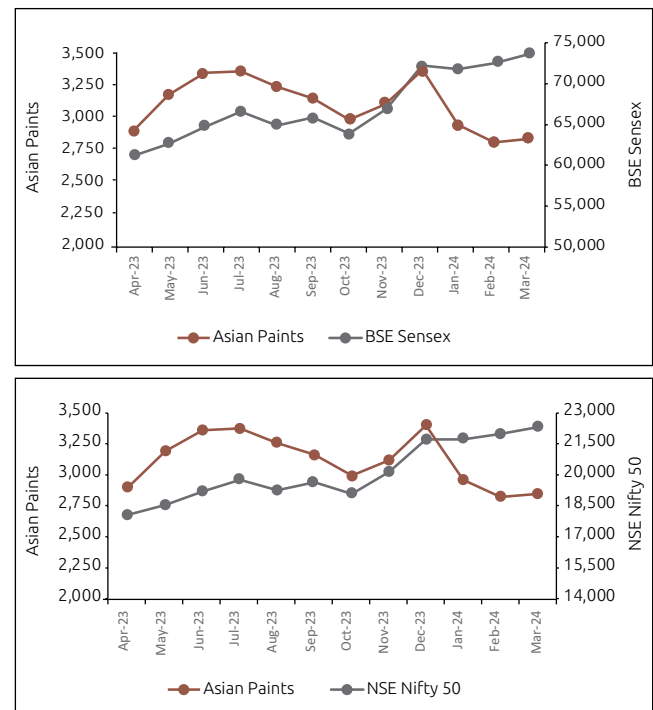
9. MARKET PRICE DATA – THE MONTHLY HIGH AND LOW PRICES OF THE COMPANY'S SHARES AT BSE AND NSE FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2023	2,932.60	2,705.90	2,920.00	2,708.65
May 2023	3,218.35	2,892.70	3,219.35	2,893.00
June 2023	3,449.75	3,152.30	3,449.60	3,151.15
July 2023	3,566.90	3,292.85	3,568.00	3,293.95
August 2023	3,384.45	3,152.00	3,385.00	3,152.15
September 2023	3,333.50	3,134.40	3,334.80	3,134.00
October 2023	3,232.85	2,932.00	3,232.10	2,931.00
November 2023	3,228.00	2,930.05	3,228.25	2,930.00
December 2023	3,422.00	3,139.15	3,422.95	3,140.25
January 2024	3,408.40	2,943.50	3,411.80	2,940.05
February 2024	3,038.75	2,777.00	3,035.00	2,776.75
March 2024	2,899.75	2,777.80	2,899.90	2,777.75

Source: BSE & NSE websites.

10. STOCK PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES

The chart below shows the comparison of the Company's monthly share price movement vis-à-vis the movement of the BSE Sensex and NSE Nifty 50 for the financial year ended 31st March 2024 (based on the month end closing):

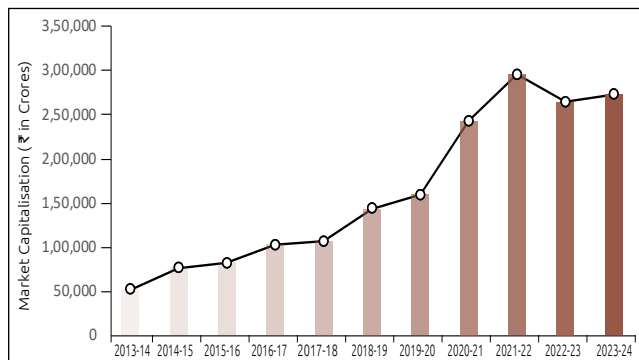


Source: BSE & NSE websites.

General Shareholder Information (Contd.)

11. MARKET CAPITALISATION

The chart below represents the market capitalisation of the Company based on the year end closing prices quoted on BSE:



Source: BSE website.

12. IN CASE THE SECURITIES OF THE COMPANY ARE SUSPENDED FROM TRADING, REASONS THEREOF

The securities of the Company were not suspended from trading during the year under review.

13. REGISTRAR AND SHARE TRANSFER AGENT AND SHARE TRANSFER SYSTEM

Pursuant to an Order dated 18th December 2023 passed by the Mumbai Bench of the National Company Law Tribunal, TSR Consultants Private Limited, Registrar and Share Transfer Agent of the Company amalgamated with Link Intime India Private Limited with effect from 22nd December 2023.

Link Intime India Private Limited is the Registrar and Share Transfer Agent ("RTA") of the Company.

Transmission, dematerialisation of shares, issue of duplicate share certificates, dividend payment, redressal of investor grievances, and all other shareholder related matters are attended to and processed by the Company's RTA.

Shareholder transactions

The Securities and Exchange Board of India ("SEBI") with effect from 1st April 2019, has barred physical transfer of shares of listed companies and mandated transfers only in demat mode.

SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors has mandated the listed entities to issue securities for the following investor service requests only in dematerialised form: issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of

securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, and transposition. Further, SEBI has also simplified the process for transmission of shares and issue of duplicate share certificates to make it more efficient and investor friendly.

The manner and process of making application as per the aforesaid revised framework and operational guidelines thereto are available on the website of the RTA at <https://liiplweb.linkintime.co.in/client-downloads.html> and the Company at <https://www.asianpaints.com/ShareholderServiceRequest.html>.

Transactions involving issue of share certificates, namely, issuance of duplicate share certificates, split, rematerialisation, consolidation, and renewal of share certificates, etc. are approved by the Stakeholders Relationship Committee of the Board of Directors of the Company.

After due verification, the requests for dematerialisation of shares are processed by RTA and confirmation thereof is given to the respective Depositories i.e., NSDL and CDSL, within the prescribed time limit.

During the year under review, the Board of Directors of the Company have delegated the authority to approve the transmission, dematerialisation of shares, etc. to a Managing Committee comprising of Managing Director & CEO and CFO & Company Secretary of the Company. A summary of approved transmissions, dematerialisation of shares, etc. is placed before the Board of Directors of the Company from time to time as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The Company on a yearly basis files with the Stock Exchanges:

- a compliance certificate duly signed by both, the Compliance Officer of the Company and the authorised representative of the RTA certifying that all activities in relation to share transfer facility is maintained by Link Intime India Private Limited, a SEBI approved Category – I, Registrar and Share Transfer Agent registered with SEBI vide Registration No.: INR000004058.
- a certificate of compliance from a Company Secretary in practice confirming issue of Letter of Confirmation within a period of 30 days of lodgement of investor service requests as prescribed in Regulation 40(9) of the Listing Regulations read with the SEBI

Notification No. SEBI/LAD-NRO/GN/2022/66 dated 24th January 2022 and SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force).

During the year, all the requests received from the shareholders by the Company or its RTA were addressed in accordance with the timelines as prescribed by the Statutory Authorities, from time to time.

Legal proceedings

There are certain pending cases related to disputes over title to shares in which the Company had been made a party, however, these cases are not material in nature.

Shareholder engagement

The officials of the Company and RTA on a continuous basis engages with the shareholders, to explain them the procedure and documents required for processing their service requests. Once the Company or RTA establishes contact with the shareholders, all the efforts are made to enable the shareholders to submit requisite and valid documents and approve their service request in one go.

The Company has always regarded shareholder engagement as one of the key anchors towards achieving a better corporate governance.

Review of service standards adhered by RTA with respect to share related activities

The Company has agreed service timelines and Standard Operating Procedures ("SOPs") for various shareholder related services with its RTA. Further, the Secretarial Team of the Company on an on-going basis, engages with the officials of RTA at various levels for review of these SOPs and other share related activities to ensure that the shareholder practices are investor friendly and effective in time. Periodic meetings and discussions are held to understand the concerns of shareholders, deviations, if any, in the agreed timelines for processing investor service requests, best practices, and other measures to strengthen shareholders related services.

In addition, internal audit is carried out on an annual basis by a firm of independent professionals and periodically by the internal audit team of the Company.

'SWAYAM' – Investor Self-Service Portal

During the year under review, RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the investors serviced by the RTA of the Company.

'SWAYAM' is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode.

Following are the key features and benefits of 'SWAYAM' Portal:

- Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.
- Tracking of corporate actions.
- Generate and track service requests/complaints raised on this portal.
- Shareholders holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.

The investors can visit and access the 'SWAYAM' Portal at <https://swayam.linkintime.co.in/#>.

14. INVESTOR GRIEVANCE & INVESTOR CONTACTS

The Company has authorised the Stakeholders Relationship Committee ("SRC") of the Board of Directors of the Company to examine and redress complaints by shareholders and investors. The status of quarterly complaints is reported to the Board of Directors of the Company.

The Company and its RTA constantly monitors the Investor Complaints Module as available on the BSE Listing Portal, NSE Electronic Application Processing System ("NEAPS") Portal, SEBI Complaints Redress System ("SCORES") Portal and Online Dispute Resolution ("ODR") Portal to track and redress the investor complaints and disputes in a speedy manner.

The Company attended most of the shareholder correspondence received through electronic communication within a period of 7 days and postal communication within a period of 12 days from the date of receipt. The exceptions have been for cases constrained by disputes or legal impediments.

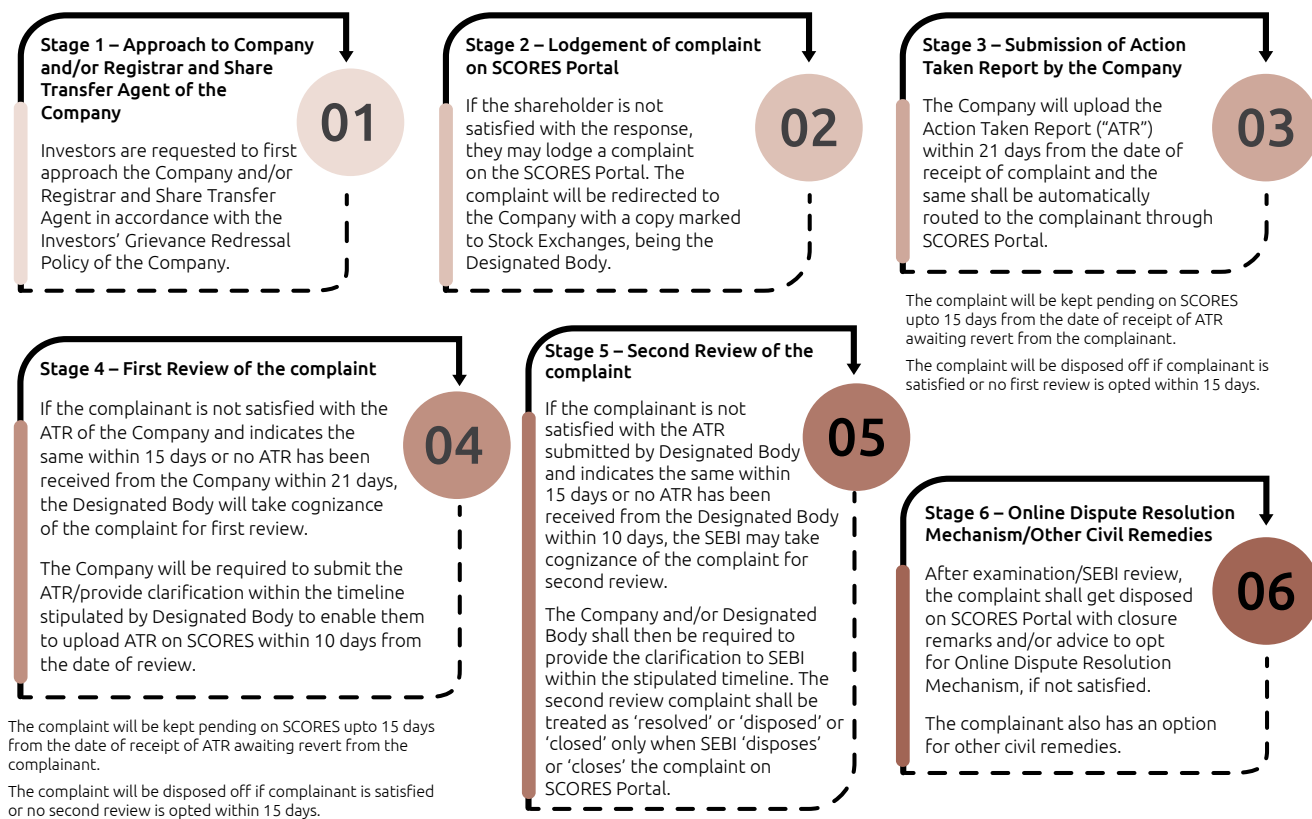
General Shareholder Information (Contd.)

Revised framework for handling and monitoring of investor complaints received through SCORES

SEBI has requested the shareholder to approach the Company directly at the first instance for their grievance. If the Company does not resolve the complaint of the shareholders within stipulated time, then they may lodge the complaint with SEBI/Stock Exchanges for further action.

Further, SEBI vide its Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated 20th September 2023 read with Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2023/183 dated 1st December 2023 has notified the revised framework for handling and monitoring of investor complaints received through SCORES platform by the Company and designated Stock Exchanges effective from 1st April 2024. The shareholders can access the new version of SCORES 2.0 at <https://scores.sebi.gov.in>.

The diagrammatic representation of the revised timelines and process is provided below:



Online Dispute Resolution Portal

SEBI vide its Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023) have issued a Circular for online resolution of disputes in the Indian securities market.

With the said Circular, the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories by expanding their scope and by establishing a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market.

The said Circular, *inter alia*, details about the following key aspects:

- Investors, listed companies, specified intermediaries, and regulated entities have been covered under the ambit of ODR Portal;
- Introduction of a common ODR Portal;
- Process for initiation of the dispute resolution process on ODR Portal;
- Procedure for conciliation and arbitration, its form of proceedings and fees & charges thereto; and
- Roles and responsibilities of Market Infrastructure Institutions like Stock Exchanges and Depositories and Market Participants like listed entity and RTA.

The aforesaid Circular issued by SEBI in this regard can be accessed on the Company's website at www.asianpaints.com/ShareholderServiceRequest.html.

Further, the shareholders can access the ODR Portal at <https://smartodr.in/login>.

Statistics of Investor Complaints

During the year under review, the Company received following complaints:

Nature of complaints	Number of complaints pending at the start of the year	Number of complaints received during the year	Number of complaints redressed during the year	Number of complaints pending at the end of the year
Non-receipt of annual report	0	11	11	0
Non-receipt of dividend	0	9	9	0
IEPF related	0	20	19	1
Issue of share certificates	0	18	18	0
KYC updation	0	10	10	0
Transmission of shares	0	20	20	0
Others	2	21	22	1
Total	2	109	109	2

Notes:

1. Nature of complaints in the category "Others" includes dematerialisation of shares, non-receipt of split shares, legal matters, TDS on dividend, etc.
2. 2 complaints pending as on 31st March 2024 is now addressed.
3. To the best of our knowledge, all the complaints were resolved to the satisfaction of the complainants.

For any grievances/complaints, shareholders may contact the RTA at csg-unit@linkintime.co.in. For any escalations, shareholders may write to the Company at investor.relations@asianpaints.com.

Investors' Grievance Redressal Policy

The Company believes that shareholders of the Company should be able to communicate their grievances and obtain redressal for violation of their rights. In order to facilitate this, the Company must have a transparent framework for handling shareholder grievances, which would help shareholders register and escalate their grievances to the relevant authorities.

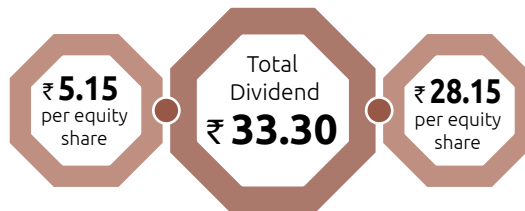
In continuation of the Company's endeavour to strengthen its investor relations and corporate governance practices, the Company has an Investors' Grievance Redressal Policy available on the website of the Company and can be accessed at <https://www.asianpaints.com/IGRPpolicy.html>.

Availability of Chatbot Facility

The RTA of the Company has developed a Chatbot facility named "iDIA" to enable the investors to ask questions and get information about queries. iDIA is a Chatbot that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries and the same can be accessed by visiting www.linkintime.co.in.

15. DIVIDEND

Interim Dividend for FY 2023-24
Declaration date: 26 th October 2023
Record date: 3 rd November 2023
Payment date: 13 th November 2023



Final Dividend for FY 2023-24*
Date of recommendation: 9 th May 2024
Record date: 11 th June 2024
Payment date: on or after 27 th June 2024

Dividend payout ratio for the financial year 2023-24 is 60%

* Subject to approval of shareholders at the ensuing 78th AGM.

General Shareholder Information (Contd.)

The Company provides the facility for remittance of dividend to members through DC (Direct credit)/NACH (National Automated Clearing House)/NEFT (National Electronic Funds Transfer). In cases where the core banking account details are not available, the Company will issue the dividend warrants/demand drafts mentioning the existing bank details available with the Company.

Members who have not opted for remittance of dividend through electronic mode and wish to avail the same are required to provide their bank details, including IFSC (Indian Financial System Code) and MICR (Magnetic Ink Character Recognition), to their respective Depository Participants ("DPs") for shares held in demat form or to the Company's RTA for shares held in physical form, as the case may be, in order to ensure safe and speedy credit of their dividend into their Bank account.

Dividend income is taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. A separate email communication was sent to the members on Friday, 10th May 2024, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at <https://www.asianpaints.com/TDSExemptionForms.html>.

The Company sends TDS certificate to the shareholders at their registered email address or postal address, as the case may be, post payment of the dividend in terms of applicable provisions of the law.

The shareholders are requested to note that as per the provisions of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), physical folios wherein PAN, KYC, and Nomination details are not registered shall be eligible for any payment including dividend, only through electronic mode with effect from 1st April 2024. An intimation shall be sent by the Company to such shareholders whose details are not registered that their payment is due and has been withheld. Further, the same shall be released electronically only upon registering the aforesaid required details.

Voluntary measures to reduce quantum of unclaimed dividend

The Company, *inter alia*, has undertaken following initiatives during the year under review to reduce the quantum of unclaimed dividend:

- Half-yearly reminders are sent to the shareholders of the Company to claim their outstanding dividend;
- *Suo motu* credit of outstanding dividend is being made to the bank account of shareholders on registration of their bank details; and
- One-time special remittance of unclaimed dividend on voluntary basis to the shareholders in their registered bank account.

Details of unclaimed dividend

The details of the outstanding unclaimed dividend and corresponding due dates for transfer to Investor Education and Protection Fund ("IEPF") as on 31st March 2024 are as under:

Sr. No.	Particulars of dividend	Amount (in ₹)	Due dates of transfer to IEPF
1.	Final Dividend 2016-17	2,33,70,474.60	2 nd September 2024
2.	Interim Dividend 2017-18	79,72,808.10	28 th December 2024
3.	Final Dividend 2017-18	1,70,30,459.60	1 st September 2025
4.	Interim Dividend 2018-19	75,38,786.08	26 th December 2025
5.	Final Dividend 2018-19	1,96,03,033.20	31 st August 2026
6.	1 st Interim Dividend 2019-20	83,14,222.00	26 th December 2026
7.	2 nd Interim Dividend 2019-20	1,84,81,484.45	30 th April 2027
8.	Final Dividend 2019-20	30,60,664.80	12 th October 2027
9.	Interim Dividend 2020-21	66,08,988.50	18 th January 2028
10.	Final Dividend 2020-21	2,97,80,892.90	1 st September 2028
11.	Interim Dividend 2021-22	74,60,449.80	21 st December 2028
12.	Final Dividend 2021-22	3,09,98,863.60	30 th August 2029
13.	Interim Dividend 2022-23	84,46,055.40	21 st December 2029
14.	Final Dividend 2022-23	4,22,97,707.00	26 th August 2030
15.	Interim Dividend 2023-24	74,04,306.50	27 th December 2030

16. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Sections 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("IEPF Rules"), dividend, if not paid or claimed for a period of 7 years from the date of transfer to Unclaimed Dividend Account of the Company, is liable to be transferred to the IEPF.

Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year under review, the Company had sent individual notices and issued advertisements in the newspapers, requesting the shareholders to claim their dividends in order to avoid transfer of shares/dividends to the IEPF. Details of the unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority are available on the Company's website at <https://www.asianpaints.com/IEPF.html>.

The details of the unclaimed dividends and shares transferred to IEPF during the financial year 2023-24 are as follows:

Particulars	Amount of unclaimed dividend (in ₹)	No. of shares
Final Dividend 2015-16	1,61,72,484	6,85,897
Interim Dividend 2016-17	89,61,386	1,46,883
Total	2,51,33,870	8,32,780

Notes:

- As on 31st March 2024, the Company has transferred to IEPF an amount of ₹ 8,99,88,866.30 after deduction of applicable tax as corporate benefits (dividend) arising on shares already transferred to IEPF.
- Total number of shares outstanding in the demat account of the IEPF Authority as on 31st March 2024 stood at 21,40,250 shares in comparison to 13,35,885 shares as on 31st March 2023. Total number of shares released by IEPF Authority in favour of the shareholders during the financial year 2023-24 is 28,415 shares.
- In the financial year 2024-25, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March 2017 on or before 2nd September 2024 and unclaimed interim dividend amount for the financial year ended 31st March 2018 on or before 28th December 2024 to IEPF.

Process for claiming shares & dividend from IEPF

The claimants are advised to first approach the Company for entitlement letter along with all the required documents before filing of claim application with the IEPF Authority.

Accordingly, once the Company has received and verified all the requisite documents, it will then issue an entitlement letter duly signed by the Nodal Officer/ Deputy Nodal Officer of the Company along with all the required details to file web form IEPF-5 within a period of 30 days. The claimants shall thereafter file web form IEPF-5 with the IEPF Authority along with entitlement letter and other supporting documents.

The claimants shall then submit the self-attested copy of form IEPF-5, its acknowledgement, and duly executed Indemnity Bond in an envelope marked as "Claim for refund from IEPF Authority" at the registered office address of the Company in the name of the "Nodal Officer of the Company", to enable the Company to file the e-verification report of the claim within the prescribed timeline of 30 days.

The said process reduces the instance of claim applications being rejected by the Company/IEPF Authority on account of incomplete and/or non-receipt of required documents.

Nodal and Deputy Nodal Officer

In accordance with the IEPF Rules, the Board of Directors of the Company have appointed the following as the Nodal Officer and Deputy Nodal Officer:

Nodal Officer	Deputy Nodal Officer
R J Jeyamurugan CFO & Company Secretary	Saloni Arora Deputy Company Secretary

Contact information of the Nodal Officer for the purpose of co-ordination with the IEPF Authority is available on the Company's website at <https://www.asianpaints.com/IEPF.html>.

Advisory by the IEPF Authority

It has been observed by the IEPF Authority that the claimants are not attaching the entitlement letter issued by the companies while filing web form IEPF-5. Accordingly, the IEPF Authority vide its Circular dated 5th April 2024, *inter alia*, has reiterated that the companies may reject claims which have been filed by the claimants without proper entitlement letter.

In accordance with the above, the claimants are requested to adhere to the aforesaid requirement and submit duly signed entitlement letter issued by the Nodal Officer/Deputy Nodal Officer of the Company while filing web form IEPF-5.

General Shareholder Information (Contd.)

17. DISCLOSURE IN RESPECT OF EQUITY SHARES TRANSFERRED TO UNCLAIMED SUSPENSE ACCOUNT AND SUSPENSE ESCROW DEMAT ACCOUNT

Asian Paints Limited – Unclaimed Suspense Account

In accordance with the requirements of Regulations 34 and 39 read with Schedule V(F) of the Listing Regulations, details of equity shares in Asian Paints Limited – Unclaimed Suspense Account are as follows:

	Particulars	No. of shareholders	No. of equity shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on 1 st April 2023	197	3,24,370
Less	Number of shareholders who approached the Company for transfer of shares and shares transferred from Unclaimed Suspense Account during the year	9	27,910
Less	Number of shareholders whose shares got transferred from Unclaimed Suspense Account to IEPF during the year	174	2,58,040
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the Unclaimed Suspense Account as on 31 st March 2024	14	38,420

All the corporate benefits against these shares like bonus shares, split, etc., would also be transferred to Unclaimed Suspense Account of the Company. While the dividend for the shares which are lying in Unclaimed Suspense Account would be credited back to the relevant dividend accounts of the Company.

The voting rights on shares lying in Unclaimed Suspense Account shall remain frozen till the rightful owner claims the shares.

Asian Paints Limited – Suspense Escrow Demat Account

In accordance with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), the Company had opened a Suspense Escrow Demat Account with the DP for transfer of shares lying unclaimed for more than 120 days from the date of issue of Letter of

Confirmation to the shareholders *in lieu* of physical share certificates to enable them to make a request to DP for dematerialising their shares.

During the financial year ended 31st March 2024, 2,000 shares pertaining to 1 shareholder were lying in the Suspense Escrow Demat Account of the Company. Further, no request was received for release of shares from the said Suspense Escrow Demat Account of the Company.

As per the Clarification issued by SEBI vide its Letter No. SEBI/HO/MIRSD/PoD-1/OW/P/2023/50902 dated 18th December 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), any corporate benefits in terms of securities accruing on the securities transferred to Suspense Escrow Demat Account viz. bonus, split, etc., shall be credited to such Suspense Escrow Demat Account. Also, the concerned holders shall be entitled to vote, to receive dividend and notices of meetings, annual reports on the securities lying in Suspense Escrow Demat Account.

18. SHAREHOLDING DETAILS

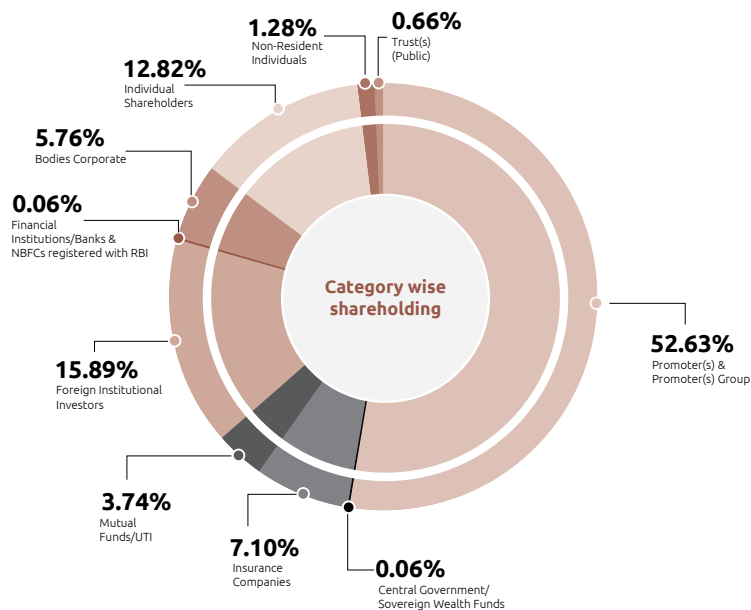
Distribution of shareholding of shares of the Company as on 31st March 2024

No. of shares	No. of shareholders	% to total	Shareholding	% to total
Upto 50	9,84,436	85.74	1,16,44,579	1.21
51-100	74,606	6.50	57,38,453	0.60
101-200	39,231	3.41	58,63,813	0.61
201-300	12,541	1.09	31,78,103	0.33
301-400	5,992	0.52	21,36,301	0.22
401-500	4,588	0.40	21,59,467	0.23
501-1,000	8,482	0.74	63,92,193	0.67
1,001-5,000	12,480	1.09	3,11,60,635	3.25
5,001-10,000	3,091	0.27	2,36,39,756	2.46
10,001 and above	2,746	0.24	86,72,84,490	90.42
Total	11,48,193	100.00	95,91,97,790	100.00

Shareholding pattern of the Company

Category of shareholder(s)	31 st March 2024		31 st March 2023		Change (%)
	No. of shares	% of total no. of shares	No. of shares	% of total no. of shares	
(A) Shareholding of Promoter(s) & Promoter(s) Group					
(1) Individuals/Hindu Undivided Family	10,05,01,615	10.48	10,05,01,601	10.48	0.00
(2) Bodies Corporate	40,34,97,883	42.07	40,34,97,883	42.07	0.00
(3) Trust	7,85,700	0.08	7,85,700	0.08	0.00
Total Shareholding of Promoter(s) & Promoter(s) Group (A)	50,47,85,198	52.63	50,47,85,184	52.63	0.00
(B) Public shareholding					
(1) Institutions					
i) Mutual Funds/UTI	3,59,43,111	3.74	3,54,80,427	3.70	0.04
ii) Financial Institutions/Banks	5,69,765	0.06	9,03,643	0.09	(0.03)
iii) Central Government/Sovereign Wealth Funds	5,32,300	0.06	4,47,719	0.05	0.01
iv) Insurance Companies	6,81,18,790	7.10	5,09,60,273	5.31	1.79
v) Foreign Institutional Investors	15,23,94,384	15.89	16,31,74,737	17.01	(1.12)
Sub-Total (B)(1)	25,75,58,350	26.85	25,09,66,799	26.16	0.69
(2) Non-Institutions					
i) Bodies Corporate	5,53,08,275	5.76	5,61,12,731	5.85	(0.09)
ii) Individuals					
(a) Individual shareholders holding nominal share capital up to ₹ 1 lakh	11,49,17,107	11.98	11,93,18,506	12.44	(0.46)
(b) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	80,39,199	0.84	84,10,007	0.88	(0.04)
iii) Non-Resident individuals	1,22,19,480	1.28	1,23,41,659	1.29	(0.01)
iv) NBFCs registered with Reserve Bank of India (RBI)	5,654	0.00	6,248	0.00	0.00
v) Trust(s)	63,64,527	0.66	72,56,656	0.75	(0.09)
Sub-total (B)(2)	19,68,54,242	20.52	20,34,45,807	21.21	(0.69)
Total Public Shareholding (B) = (B)(1) + (B)(2)	45,44,12,592	47.37	45,44,12,606	47.37	-
Total (A)+(B)	95,91,97,790	100.00	95,91,97,790	100.00	-

Category wise shareholding as on 31st March 2024



General Shareholder Information (Contd.)

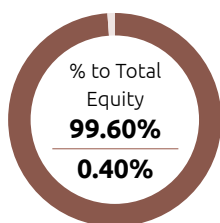
Top 10 shareholders of the Company as on 31st March 2024

Sr. No.	Name of shareholder	Category	Sub-category	No. of shares held*	% of shares held
1.	Life Insurance Corporation of India	Public	Insurance Companies	5,54,54,514	5.78
2.	Sattva Holding and Trading Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	5,47,89,183	5.71
3.	Smiti Holding and Trading Company Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	5,17,67,638	5.40
4.	Siddhant Commercials Private Limited	Public	Bodies Corporate	4,69,87,850	4.90
5.	Geetanjali Trading and Investments Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	4,57,06,140	4.77
6.	Elcid Investments Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	2,83,13,860	2.95
7.	Gujarat Organics Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	2,31,50,730	2.41
8.	Sudhanva Investments and Trading Company Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	1,90,01,760	1.98
9.	Rupen Investment and Industries Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	1,88,49,825	1.97
10.	Satyadharm Investments and Trading Company Private Limited	Promoter(s) & Promoter(s) Group	Promoter(s) Group	1,83,34,280	1.91

* Shareholding has been consolidated on the basis of the name of the first holder and Permanent Account Number ("PAN").

19. DEMATERIALISATION OF SHARES

31ST MARCH 2024



Number of shareholders

11,48,193

11,46,287

1,906

Number of shares

95,91,97,790

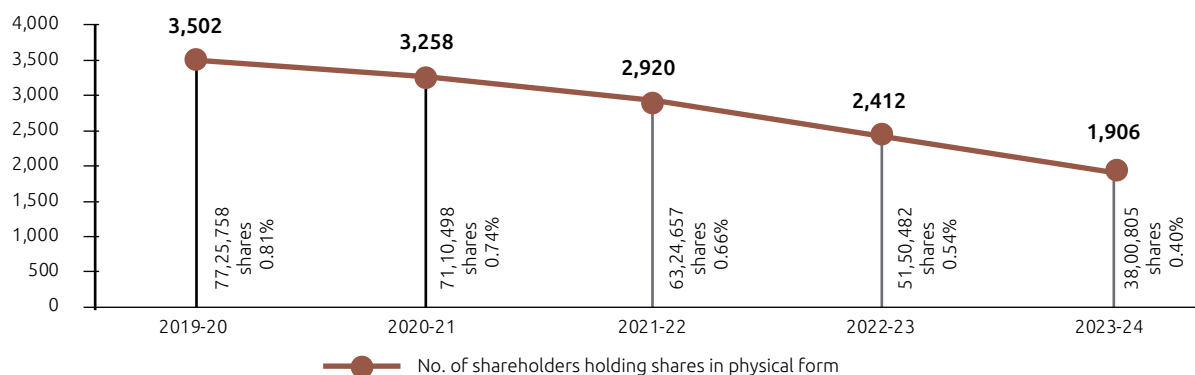
95,53,96,985

38,00,805

Demat Segment Physical Segment

Reduction in physical shareholders

On account of the continuous efforts made by the Company to convert its entire equity share capital in dematerialised form, there has been significant reduction in number of shareholders holding shares in physical form in last 5 years. Number of shareholders holding shares in physical form decreased by 45.57% (1,906 in FY 2023-24 as compared to 3,502 in FY 2019-20) as on 31st March 2024.



Break up of shares in physical and demat form

The Company's equity shares are actively traded on BSE and NSE. The Company's shares are also available for trading in the Futures & Options segment.

The shareholders holding shares in physical form are requested to dematerialise their shares for safeguarding their holdings and managing the same hassle free.

Shareholders are accordingly requested to get in touch with any of the DP registered with SEBI to open a demat account. The shareholders may also visit website of Depositories viz. NSDL or CDSL for further understanding the procedure for opening of demat account.

Reconciliation of share capital audit

As required by the SEBI (Depositories and Participants) Regulations, 2018, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. The Auditor's Certificate in regard to the same is submitted on quarterly basis to BSE and NSE and is also placed before the Board of Directors of the Company.

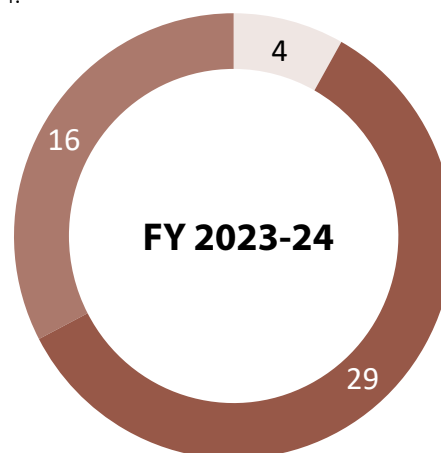
20. INVESTOR CONFERENCES/EVENTS HELD IN FINANCIAL YEAR 2023-24

The Company as a listed entity and a responsible corporate citizen recognizes the imperative need to maintain continuous dialogue with the investor community.

The Company holds investor meets/calls after announcement of every quarterly results, which is accessible to all stakeholders. The Company also participates in various investor meetings/conferences wherein the management interacts with investors in one-on-one or group physical/virtual meetings. The details of such calls and participation in the investor conferences are intimated to the exchanges as well as updated on the website of the Company.

The objective of the aforesaid interactions is to keep investors abreast of significant developments that determine Company's overall performance while at the same time addressing investor concerns. This translates into disseminating timely, accurate, and relevant information that helps investors in making informed investment decisions.

Details of investor interactions held in the financial year 2023-24:



Company Events Investor Meet/Calls Conference Participation

21. OUTSTANDING INSTRUMENTS AND THEIR IMPACT ON EQUITY

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March 2024.

22. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

a) Risk management policy of the listed entity with respect to commodities or forex including through hedging:

The Company imports and locally buys certain raw materials, which are derivatives of various commodities, from various sources, for manufacturing paints and related products of the Company. Most of the significant raw materials are not commodities, *per se*, though some of them could be derivatives of commodities.

The Company does not undertake any commodity hedging activities.

The Company actively monitors the foreign exchange movements and takes hedges as appropriate to reduce the risks associated with transactions in foreign currencies.

b) Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

Not Applicable

General Shareholder Information (Contd.)

- c) **Commodity risks faced by the listed entity during the year and how they have been managed:** Not Applicable

23. CREDIT RATINGS AND ANY REVISIONS THERETO FOR DEBT INSTRUMENTS OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL INVOLVING MOBILISATION OF FUNDS, WHETHER IN INDIA OR ABROAD

The Company has not issued any debt instruments and did not have any fixed deposit programme or any scheme or proposal involving mobilisation of funds in India or abroad during the financial year ended 31st March 2024.

The ratings given by CRISIL for short-term borrowings and long-term borrowings of the Company are A1+ and AAA/Stable, respectively. There was no revision in the said ratings during the year under review.

24. PLANT LOCATIONS

The locations of the Company's paint manufacturing plants in India forms part of this Integrated Annual Report.

25. ADDRESS FOR CORRESPONDENCE

Registrar and Share Transfer Agent Contact Details

For any queries relating to the shares of the Company, correspondence may be addressed to the Company's RTA at:

Link Intime India Private Limited

C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai – 400 083
Tel. No.: +91 810 811 8484
Toll Free No.: 1800 2100 124 (Exclusive for Asian Paints shareholders)
Email: csg-unit@linkintime.co.in
Website: www.linkintime.co.in

The details of collection centres are available on the website of RTA at <https://liiplweb.linkintime.co.in/contact-us.html> and also available on the Company's website at www.asianpaints.com.

The documents will also be accepted at the registered office of the Company.

Shareholders are requested to quote their folio no./ DP ID & Client ID, email address, telephone no., and full address while corresponding with the Company and its RTA.

26. ADDRESS/CONTACT DETAILS OF THE REDRESSAL AGENCIES FOR INVESTORS TO LODGE THEIR GRIEVANCES

Regulatory Authorities:

Ministry of Corporate Affairs	'A' Wing, Shastri Bhawan Rajendra Prasad Road New Delhi – 110 001 Tel. Nos.: (011) 2338 4660, 2338 4659 Website: www.mca.gov.in
Securities and Exchange Board of India	Plot No. C4-A, 'G' Block Bandra-Kurla Complex, Bandra (East) Mumbai – 400 051 Tel. Nos.: (022) 2644 9000/4045 9000/ (022) 2644 9950/4045 9950 Fax Nos.: (022) 2644 9019-22/ 4045 9019-22 Toll Free Investor Helpline: 1800 22 7575 Email: sebi@sebi.gov.in Website: www.sebi.gov.in
Investor Education and Protection Fund Authority	Ground Floor, Jeevan Vihar Building 3, Sansad Marg, New Delhi – 110 001 Tel. No.: 1800 114 667 Email: iepf@grievances@mca.gov.in Website: www.iepf.gov.in

Stock Exchanges:

BSE Limited	Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Tel. Nos.: (022) 2272 1233/4 (022) 6654 5695 (Hunting) Fax No.: (022) 2272 1919 Website: www.bseindia.com
National Stock Exchange of India Limited	Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel. Nos.: (022) 2659 8100/8114 (022) 6641 8100 Fax No.: (022) 2659 8120 Website: www.nseindia.com

Depositories:

National Securities Depository Limited	Trade World, A Wing, 4 th Floor Kamala Mills Compound, Lower Parel Mumbai – 400 013 Tel. No.: (022) 4886 7000 Email: info@nsdl.com Website: www.nsdl.co.in
Central Depository Services (India) Limited	Marathon Futurex, A-Wing, 25 th Floor N M Joshi Marg, Lower Parel Mumbai – 400 013 Tel. No.: +91 80691 44800 Email: helpdesk@cdslindia.com Website: www.cdslindia.com

27. OTHERS

a. Details of utilisation of funds raised through preferential allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the Listing Regulations: Not Applicable

b. Useful information for shareholders

i. Common and simplified norms for investor's service request

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (Contact Details, Bank Details, and Specimen Signature), and Nomination details.

As per said Circular, it is mandatory for the shareholders holding securities in physical form to, *inter alia*, furnish PAN, KYC, and Nomination details. Physical folios wherein the PAN, KYC, and Nomination details were not available on or after 1st April 2023 were to be frozen by the RTA and would be eligible for lodging grievance or any service request only after registering the required details. The said timeline of 1st April 2023 for freezing of folios was extended to 31st December 2023.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/

POD-1/P/CIR/2024/37 dated 7th May 2024), has removed the requirement for freezing of folios, however, members are requested to note that dividends and other payments, if any, in respect of such KYC non-compliant folios shall only be made electronically with effect from 1st April 2024 upon registering the required details.

If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form.

The shareholders holding shares in electronic form who have either not furnished nomination or submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30th June 2024, failing which their demat accounts shall be frozen for debits.

The Company will be sending individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC, and Nomination details. The relevant Circulars and necessary forms in this regard have been made available on the Company's website at <https://www.asianpaints.com/ShareholderServiceRequest.html> and its RTA at <https://liiplweb.linkintime.co.in/client-downloads.html>.

Accordingly, the members are advised to register their details with the RTA or DP, as the case may be, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

Following are the standardised and simplified forms for availing various investor service requests with the Company/RTA:

Type of holder	Process to be followed
Physical	<p>For availing the following investor service requests, send the prescribed form to RTA either by an email to csq-unit@linkintime.co.in or by post to:</p> <p>Link Intime India Private Limited Unit: Asian Paints Limited C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400 083</p>
	<p>Form for availing investor services to register PAN, email address, bank details, and other KYC details or changes/update thereof Form ISR-1</p>
	<p>Form for registration/updation of signature Form ISR-1 and Form ISR-2</p>

General Shareholder Information (Contd.)

Type of holder	Process to be followed
	Form for nomination Form SH-13
	Declaration to opt out of nomination Form ISR-3
	Cancellation of nomination/change of nominee Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares, etc. Form ISR-4
	Request form for transmission of shares by nominee or legal heir Form ISR-5
	Request form for name deletion/name change/transposition form Name Deletion/Name Change/Transposition Form
	The forms for above-mentioned investor service requests are available on the website of the Company and RTA at: Company: www.asianpaints.com/ShareholderServiceRequest.html RTA: https://liiplweb.linkintime.co.in/client-downloads.html
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your respective DP.

ii. Consolidation of folios

Shareholders holding shares in more than one folio in the same names are requested to send the details of their folios along with the share certificates so as to enable the Company to consolidate their holdings into one folio.

iii. Preservation of ownership documents

Shareholders are advised to keep copies of all their investment documentation i.e., share certificate, dividend counterfoil, Company communication in original, etc.

iv. Manner of postage of documents

Shareholders are advised to send share certificates, cheques, demand drafts, etc. through registered/speed post or courier.

v. Non-resident shareholders

Non-resident shareholders are requested to immediately notify the following to the RTA of the Company in respect of shares held in physical form and to their DPs in respect of shares held in dematerialised form:

- Indian address for sending all communications, if not provided so far.
- Change in their residential status on return to India for permanent settlement.
- Particulars of their Non-resident rupee account, whether repatriable or not, with a bank in India, if not furnished earlier.
- Email address and Phone Nos.

vi. Registration of email address

To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to the Company like Notice and Outcome of Board meetings, Dividend credit intimations, Notice of AGM, and Integrated Annual Report are periodically sent electronically to such shareholders who have registered their email address.

In case of any change in relation to the email address, the members are required to intimate the same:

- For shares held in electronic form: to their respective DP.
- For shares held in physical form: to the Company/RTA in prescribed Form No. ISR-1 mentioned above at sr. no. (i) of point no. 27(b) "Useful information for shareholders".

vii. Voting Rights

The fundamental voting principle is 'One Share-One Vote'.

Equity shares issued by the Company carry equal voting rights, with an exception, where voting rights in respect of the shares, if any, lying in the Unclaimed Suspense Account, shares transferred to IEPF, and shares held by Asian Paints Employees Stock Ownership Trust are frozen till the rightful owner claims such shares and is transferred as such.



viii. Dealing with SEBI registered intermediaries

Shareholders are requested to deal only through SEBI registered intermediaries and give clear and unambiguous instructions to their broker/sub-broker/DPs.

ix. Investor Charter

In order to facilitate investor awareness for various service requests, SEBI had prescribed Investor Charter for RTAs, *inter alia*, detailing the services provided to investors, rights of investors, timelines for various activities of RTAs, do's and don'ts for investors, and Grievance Redressal Mechanism.

The Investor Charter of the Company's RTA is available on their website at <https://linkintime.co.in/InvestorCharter.html>.

x. Frequently Asked Questions

For ready reference, the Company has made available responses to frequently asked questions with respect to investor related services on its website at <https://www.asianpaints.com/ShareholderFAQs.html>.

xi. SEBI Investor Website

SEBI has recently launched its new Investor website. The said website contains information on personal finance and investment, useful for existing and new investors. It also includes videos prepared by Market Infrastructure Institutions related to securities market process education and awareness messages.

The website has been created with an aim to assist individuals in taking control of their money, leading to better outcomes in their investment journey. Further, it also offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor

website promotes confident and informed participation by investors in the securities market. The investors are urged to access the said website at <https://investor.sebi.gov.in/>.

xii. Investor Feedback Survey

Link Intime India Private Limited, RTA of the Company is classified as a Qualified RTA ("QRTA") as per the criteria laid down by SEBI.

In accordance with the SEBI Circular No. SEBI/HO/MIRSD/DoP/CIR/P/2018/119 dated 10th August 2018 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), the QRTAs are required to conduct an annual investor feedback survey and publish the outcome on its website. RTA had conducted an investor feedback survey for the financial year ended 31st March 2024, covering walk in investors and through email response. As per the results, 99.5% of the investors were satisfied with the services being extended by RTA.

The outcome of the investor feedback survey is available on the website of RTA at https://liiplweb.linkintime.co.in/Survey_result.html.

xiii. Participation in World Investor Week

World Investor Week ("WIW") is an annual global initiative to promote investor education and awareness. During the financial year 2023-24, WIW was celebrated during the period between 9th October 2023 to 15th October 2023.

To promote the same and raise awareness about financial literacy, understanding investment products, risk management, market trends, and regulatory compliance, the Company had conducted an online session for the employees of the Company to provide them insights on financial investments, do's and don'ts of investing, risk and rewards in investing, etc.

Annexure A to Report on Corporate Governance

CERTIFICATION BY CEO & CFO

[Pursuant to Regulation 17(8) read with Part B of Schedule II and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Asian Paints Limited
Mumbai

Sir(s)/Madam(s),

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the quarter and year ended 31st March 2024 and to the best of our knowledge and belief that –

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

We hereby certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and year ended 31st March 2024 are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. significant changes, if any, in internal control over financial reporting during the quarter and year ended 31st March 2024;
2. significant changes, if any, in accounting policies during the quarter and year ended 31st March 2024 and that the same have been disclosed in the notes to the financial statements; and
3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

AMIT SYNGLE
Managing Director & CEO

R J JEYAMURUGAN
CFO & Company Secretary

Place : Mumbai
Date : 9th May 2024



Annexure B to Report on Corporate Governance

CERTIFICATE ON COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY ASIAN PAINTS LIMITED RELATING TO CORPORATE GOVERNANCE REQUIREMENTS

To,
The Members,
Asian Paints Limited

I have examined compliance by Asian Paints Limited ("the Company") with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to Corporate Governance requirements for the financial year ended on 31st March 2024.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I state that no complaint relating to investor's grievance received by the Company up to 31st March 2024 is pending unresolved as on the date of this Certificate.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune
Date: 9th May 2024

UDIN: F001370F000341193
Peer Review Certificate No.: 1206/2021

Annexure C to Report on Corporate Governance

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Asian Paints Limited

We have examined the relevant disclosures provided by the Directors of Asian Paints Limited (as enlisted in Table A), bearing CIN: L24220MH1945PLC004598; having registered office at 6A Shantinagar, Santacruz (East), Mumbai - 400 055, Maharashtra, India (hereinafter referred to as 'the Company'), provided to us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In our opinion and to the best of our information and based on (i) Documents available on the website of the Ministry of Corporate Affairs ("MCA") as on 6th May 2024; (ii) Verification of Director Identification Number ("DIN") status at the website of the MCA as on 7th May 2024 (iii) Disclosures provided by the Directors (as enlisted in Table A) to the Company; and (iv) Debarment list of BSE Limited and National Stock Exchange of India Limited as on 3rd May 2024, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the companies by the Securities and Exchange Board of India, MCA or any such other statutory authority as on 31st March 2024.

Table A

Sr. No.	Name of the Directors	DIN	Date of appointment in the Company
1.	Mr. Manish Choksi	00026496	22/10/2018
2.	Mr. Amit Syngle	07232566	01/04/2020
3.	Mr. Malav Dani	01184336	21/10/2013
4.	Ms. Amrita Vakil	00170725	14/05/2014
5.	Mr. Jigish Choksi	08093304	01/04/2019
6.	Ms. Nehal Vakil	00165627	01/03/2022
7.	Mrs. Vibha Paul Rishi	05180796	14/05/2014
8.	Mr. Seshasayee Ramaswami	00047985	23/01/2017
9.	Mr. Suresh Narayanan	07246738	01/04/2019
10.	Mrs. Pallavi Shroff	00013580	01/04/2019
11.	Mr. Milind Sarwate	00109854	21/10/2021
12.	Mrs. Ireena Vittal	05195656	25/07/2023
13.	Mr. Soumitra Bhattacharya	02783243	26/10/2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**
Company Secretaries

Makarand M. Joshi

Partner

FCS No.: 5533

CP No.: 3662

PR: 640/2019

UDIN: F005533F000335401

Date: 8th May 2024

Place: Mumbai



Annexure D to Corporate Governance Report

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March 2024.

Amit Syngle

Managing Director & CEO

Place: Mumbai

Date: 9th May 2024

Business Responsibility & Sustainability Report

As we grow our business, we remain committed to create a positive impact on nature, promote societal wellbeing and operate in a transparent manner. We have always looked at intertwining our sustainability agenda into the Company's business objectives and considered our focus on ESG to be a key driver of long term value creation for all our stakeholders.

We endeavour to bring complete transparency in our disclosures. This Business Responsibility and Sustainability Report ("BRSR") is our third report which covers operations of Asian Paints Limited on a standalone basis. Along with mandatorily required BRSR core indicators to be assured, we have further added indicators as part of limited/reasonable assurance to increase the confidence of stakeholders in our reporting.

We believe, our ESG commitments will propel us to steer our purpose of bringing joy to people's lives.

Amit Syngle

Managing Director & CEO

The Reasonable/Limited Assurance Report is annexed to this Integrated Annual Report on page no. 521.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	Response
1.	Corporate Identity Number (CIN) of the Listed Entity	L24220MH1945PLC004598
2.	Name of the Listed Entity	Asian Paints Limited
3.	Year of incorporation	1945
4.	Registered office address	6A, Shantinagar, Santacruz (East), Mumbai – 400 055, Maharashtra, India
5.	Corporate address	Same as mentioned in point no. (4)
6.	E-mail	investor.relations@asianpaints.com
7.	Telephone	(022) 62181000
8.	Website	www.asianpaints.com
9.	Financial year for which reporting is being done	1 st April, 2023 to 31 st March, 2024
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	₹ 95,91,97,790
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name R J Jeyamurugan Designation CFO & Company Secretary Tel No. (022) 62181139 E-mail investor.relations@asianpaints.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosures under this report are made on standalone basis for Asian Paints Limited and includes all locations where we have operational control.
14.	Name of assurance provider	Price Waterhouse Chartered Accountants LLP (Firm registration no. 012754N/N500016)
15.	Type of assurance obtained	Reasonable assurance on indicators covered under BRSR core and reasonable/limited assurance on select additional indicators as marked under each indicator.

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Sale of products	Manufacture/purchase and sale of wide range of paints (Chemical and Chemical Products)	96.1

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code*	% of total Turnover contributed
1.	Manufacture of paints, varnishes, enamels, and thinners	202	96.1

* As per National Industrial Classification - Ministry of Statistics and Programme Implementation.

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	11	238*	249
International^	-	-	-

*Includes leased warehouses, distribution centres and testing facilities

^ The international operations are carried out by the Company through its subsidiary companies and are outside the reporting boundary of this report.

Further, the above excludes:

- One plant which is yet to be commissioned, pending regulatory approvals.
- 24 Colour Academy locations where CSR activities are carried out.
- Outside processing centres where the Company has tie-ups for manufacturing and purchase of certain products but does not have operational control.

19. Markets served by the entity

a. Number of locations:

Locations	Number
National (No. of States)	28
National (No. of Union Territories)	8
International (No. of Countries)^	14

^The International operations are carried out by the Company through its subsidiary companies and are outside the reporting boundary of this report.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage of total turnover of the Company is 0.2%.

c. A brief on types of customers

The Company is in the business of manufacturing, trading and selling wide range of paints and coatings, wallcoverings, adhesives, tools, home décor products like rugs, furnishings, and furniture, bath fittings and sanitaryware. The Company also provides various services like end-to-end design to execution services, beautiful homes painting services, interior designing services, etc. The Company caters to a wide range of customers, including homeowners, large project sites, dealers, corporates, architects, interior designers, influencers, contractors through wholesalers and distributors, retailers, and e-commerce channels.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	7,804	7,060	90.5	744	9.5
2.	Other than Permanent (E)	7,050	6,304	89.4	746	10.6
3.	Total employees (D + E)	14,854	13,364	90.0	1,490	10.0
WORKERS						
4.	Permanent (F)	1,678	1,672	99.6	6	0.4
5.	Other than Permanent (G)	14,139	13,749	97.2	390	2.8
6.	Total workers (F + G)	15,817	15,421	97.5	396	2.5

Note: Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

Business Responsibility & Sustainability Report (Contd.)

b. Differently abled employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	28	22	78.6	6	21.4
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	28	22	78.6	6	21.4
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	5	5	100.0	-	-
5.	Other than Permanent (G)	18	17	94.4	1	5.6
6.	Total differently abled workers (F + G)	23	22	95.6	1	4.3

Note: Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

21. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors (BoD)	13	5	38.5%
Key Management Personnel (KMP)	2*	-	-

Notes:

- *KMPs are the Managing Director & CEO and CFO & Company Secretary.
- The above details of BoD and KMP are as on 31st March, 2024.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

22. Turnover rate for permanent employees and workers:

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees*	22.1%	18.5%	21.7%	19.6%	19.0%	19.5%	14.5%	23.0%	15.3%
Permanent Workers*	2.2%	-	2.2%	2.2%	-	2.2%	1.8%	-	1.8%

Note:

- *Only voluntary attrition & retirements considered.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

S. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/Associate/Joint Venture	% of shares held by listed entity
A.	Subsidiaries of Asian Paints Limited		
1.	Asian Paints (Nepal) Private Limited	Subsidiary	52.71
2.	Asian Paints International Private Limited	Subsidiary	100
3.	Asian Paints Industrial Coatings Limited	Subsidiary	100
4.	Maxbhumi Developers Limited	Subsidiary	100
5.	Sleek International Private Limited	Subsidiary	100
6.	Weatherseal Fenestration Private Limited	Subsidiary	51
7.	Asian Paints (Polymers) Private Limited	Subsidiary	100
8.	Asian White Cement Holding Limited	Subsidiary	70
9.	Obgenix Software Private Limited (Note 2)	Subsidiary	60
10.	Harind Chemicals and Pharmaceuticals Private Limited	Subsidiary	51
B	Subsidiaries of Asian Paints International Private Limited		
11.	Enterprise Paints Limited	Subsidiary	100
12.	Universal Paints Limited	Subsidiary	100
13.	Kadisco Paint and Adhesive Industry Share Company	Subsidiary	51
14.	PT Asian Paints Indonesia	Subsidiary	100
15.	PT Asian Paints Color Indonesia	Subsidiary	100
16.	Asian Paints (South Pacific) Pte Limited	Subsidiary	54.07
17.	Asian Paints (S.I) Limited	Subsidiary	75
18.	Asian Paints (Bangladesh) Limited	Subsidiary	95.09
19.	Asian Paints (Middle East) SPC	Subsidiary	100
20.	SCIB Chemicals S.A.E.	Subsidiary	61.31
21.	Samoa Paints Limited	Subsidiary	80
22.	Asian Paints (Vanuatu) Limited	Subsidiary	60
23.	Causeway Paints Lanka (Pvt) Ltd	Subsidiary	99.98
24.	A P International Doha Trading W.L.L (Note 3)	Subsidiary	100
25.	Asian Paints Doha Trading W.L.L.	Subsidiary	100
C.	Subsidiary of Enterprise Paints Limited		
26.	Nirvana Investments Limited	Subsidiary	100
D.	Subsidiary of Nirvana Investments Limited		
27.	Berger Paints Emirates LLC	Subsidiary	100
E.	Subsidiary of Universal Paints Limited		
28.	Berger Paints Bahrain W.L.L.	Subsidiary	100

Business Responsibility & Sustainability Report (Contd.)

S. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/Associate/Joint Venture	% of shares held by listed entity
F.	Subsidiary of Asian White Cement Holding Limited		
29.	Asian White Inc. FZE	Subsidiary	70
G.	Subsidiary of Harind Chemicals and Pharmaceuticals Private Limited		
30.	Nova Surface-Care Centre Private Limited	Subsidiary	51
H.	Joint Ventures of Asian Paints Limited		
31.	PPG Asian Paints Private Limited	Joint Venture	50
32.	Asian Paints PPG Private Limited	Joint Venture	50
I.	Subsidiary of PPG Asian Paints Private Limited		
33.	Revocoat India Private Limited	Associate	100

Notes:

- Business responsibility initiatives disclosed are pertaining to Asian Paints Limited on standalone basis and does not include the information/initiatives undertaken, if any, by the companies indicated in column A.
- Obgenix Software Private Limited ('Obgenix') was an associate of the Company. Pursuant to acquisition of further 11% stake, in Obgenix, it had become a subsidiary of the Company with effect from 23rd July 2023.
- A P International Doha W.L.L. is yet to commence the operations.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes, CSR is applicable as per Section 135 of the Companies Act, 2013. A brief of the CSR vision of the Company and the activities undertaken has been detailed in the Synergising Relationship section and Annual Report on CSR activities of the Board's Report forming part of this Integrated Annual Report.

(ii) Turnover (in ₹) - 37,112.8 Crores

(iii) Net worth (in ₹) - 18,441.2 Crores

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes Link to the Grievance Redressal Mechanism http://asianpaints.ethicspoint.com/ . Additionally, grievances for all the CSR activities undertaken by the Company can also be communicated to the respective plant heads by emailing at csr@asianpaints.com .	-	-	-	-	-	-

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders)	Yes Link to the Grievance Redressal Mechanism is https://www.asianpaints.com/IGRPolicy.html .	-	-	-	-	-	-
Shareholders	Yes Link to the Grievance Redressal Mechanism is https://www.asianpaints.com/IGRPolicy.html . Additionally, shareholders can lodge complaints by emailing at investor.relations@asianpaints.com or to the Registrar and Share Transfer Agent (RTA) who principally is responsible for managing the shares related affairs by emailing at csg-unit@linkintime.co.in .	109	2	Refer Notes 2 & 3	118	2	Refer Notes 2 & 3
Employees and workers	Yes Link to the Grievance Redressal Mechanism is http://asianpaints.ethicspoint.com/ .	36	4	-	5	1	-
Customers	Yes Link to the Grievance Redressal Mechanism is http://asianpaints.ethicspoint.com/ . Additionally, customers can lodge complaints by emailing at customercare@asianpaints.com and/or calling on Toll free No. 18002095678. Below is the link where all channels of communication are given: https://www.asianpaints.com/contact-us.html .	24,502	2,062	Refer Notes 1 & 3	27,934	1,061	Refer Notes 1 & 3
Value Chain Partner	Yes Link to the Grievance Redressal Mechanism is http://asianpaints.ethicspoint.com/ .	7	2	-	-	-	-
Others	Yes Link to the Grievance Redressal Mechanism is http://asianpaints.ethicspoint.com/ .	13	4	Refer Note 4	-	-	-

Notes:

1. The customer complaints pending at the close of the year, *inter alia*, are on account of (i) re-opening/non-closure of complaints to the satisfaction of the customers (ii) pending customer acknowledgment for closure (iii) resolution in progress and (iv) complaints registered during last week of March, 2024.
2. The shareholder complaints pending at the close of the year, *inter alia*, are on account of i) resolution in process and ii) complaints registered during last week of March, 2024.
3. Number of complaints reported above represent agreed complaints.
4. Complaints reported under Others are the anonymous complaints received by the Company through whistle blower mechanism.
5. Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

Business Responsibility & Sustainability Report (Contd.)

- 26. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.**

Refer Managing Risks under Governance section of this Integrated Annual Report on page no. 107.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the following NGRBC principles and core elements:

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs (Yes/No)	Yes								
b. Has the policy been approved by the Board? (Yes/No)	Yes*								
c. Web Link of the Policies, if available	Refer Note 1								
2. Whether the entity has translated the policy into procedures (Yes/No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, Code of Conduct for Business Partners extends to value chain partners								
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Organisation for Economic Co-operation and Development (OECD), Principle of Corporate Governance, Corporate Governance Voluntary Guidelines, 2009, GRI standards.	ISO 14001, ISO 45001, ISO 9001, ISO 14040, GRI standards.	Universal Declaration on Human Rights of the United Nations, ISO 45001, British Safety Council, GRI standards.	ISO 14001, GRI standards.	Universal Declaration on Human Rights of the United Nations, GRI standards.	ISO 14001, Indian Green Building Council (IGBC), GRI standards, GHG Protocol Corporate Accounting and Reporting Standards.	Universal Declaration on Human Rights of the United Nations, GRI standards.	CSR disclosures pursuant to Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, GRI standards.	ISO 14001, Task Force on Climate-Related Financial Disclosures (TCFD) Framework, ISO 9001, ISO 27001, GRI standards.
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has set targets for ESG commitment for 2025 and 2030, <i>inter alia</i> , related to Products stewardship, Water neutrality, Energy conservation, Nature positive, Safe workplace, Energising, equitable & inclusive workplace, Water stewardship, World Class Governance, Ethics, transparency, quality and accountability, and Sustainable supply chain management. For more information, refer the ESG performance snapshot forming part of this Integrated Annual Report on page no. 8. The Company monitors the performance against the specific commitments on an ongoing basis.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company constantly monitors the performance towards ESG commitment. The performance against the set targets has been published in the our ESG Performance Snapshot forming part of this Integrated Annual Report on page no. 8.								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	Mr. Amit Syngle, Managing Director & CEO of the Company is the director responsible for the BRSR. For the statement, refer the Managing Director & CEO statement at the beginning of the BRSR on page no. 270.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors (The Board) of the Company are responsible for implementation and oversight of the business responsibility policies. The Board has empowered the Stakeholders Relationship Committee (SRC) to provide direction to the management and exercise oversight on the implementation of targets committed under ESG. Read more about the SRC including its composition, terms of reference, etc. in the Report on Corporate Governance forming part of this Integrated Annual Report on page no. 221. Further, the Board of Directors periodically discusses progress in respect to ESG/Sustainability matters in its meetings.								
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	The Board of Directors (The Board) of the Company responsible for decision making on all sustainability related issues. The Stakeholders Relationship Committee (SRC) is responsible for providing direction to the management on ESG strategy and monitoring the progress and performance on its medium-term and long-term ESG commitments and targets. Read more about the SRC including its composition, terms of reference, etc. in the Report on Corporate Governance forming part of this Integrated Annual Report on page no. 221. Further, the Board of Directors periodically discusses progress in respect to ESG/ Sustainability matters in its meetings.								

* The Advocacy Policy has been approved by the Managing Director & CEO of the Company.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee	Frequency (Annually/Half yearly/ Quarterly/Any other – please specify)																		
		P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action	The Managing Director & CEO reviews the performance of the systems and processes in place for NGRBC related principles. The Audit Committee reviews the performance and grievance redressal mechanisms as per the Code of Conduct of the Company.	Ongoing basis																		
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with all the applicable statutory requirements and rectifies, non-compliance, if any. This is reviewed by the Audit Committee.	Quarterly and as & when required as per statutory requirements																		
11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	As a part of the oversight of the internal financial controls in the Company, the Management and Audit Committee reviews the adherence to the stated policies in the Company. The Internal Audit function assists the Audit Committee with the above. Further, independent assessment/evaluation is carried out periodically by external agencies for certain policies.																			

Business Responsibility & Sustainability Report (Contd.)

Note 1:

Principle	Applicable Policies	Link for policies
Principle 1: Businesses should conduct and govern themselves with Integrity, and in a manner that is Ethical, Transparent and Accountable	<ol style="list-style-type: none"> 1. Code of Conduct for Employees, 2. Code of Conduct to Regulate, Monitor and Report Trading by Designated Person, 3. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, 4. Policy on dealing with and materiality of Related Party Transactions, 5. Whistle Blower Policy, 6. Code of Conduct for Business Partners, 7. Advocacy Policy, 8. Code of Conduct for Board and Senior Management Personnel, 9. Anti-Bribery and Anti-Corruption Position Statement, 10. Tax Governance Position Statement 	https://www.asianpaints.com/CodesandPolicies.html https://www.asianpaints.com/PositionStatement.html
Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe	<ol style="list-style-type: none"> 1. Environment Policy, 2. Health and Safety Policy, 3. Information Security Policy, 4. Net Zero Carbon Emission Position Statement, 5. Sustainable Supply Chain Position Statement 	https://www.asianpaints.com/EnvironmentPolicy.html https://www.asianpaints.com/HealthandSafetyPolicy.html https://www.asianpaints.com/CodesandPolicies.html https://www.asianpaints.com/PositionStatement.html
Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains	<ol style="list-style-type: none"> 1. Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace, 2. Code of Conduct for Employees, 3. Code of Conduct for Business Partners, 4. Policy on Equal Opportunity and Non- Discrimination, 5. Environment Policy, 6. Health and Safety Policy, 7. Human Rights Position Statement 	https://www.asianpaints.com/CGpolicies.html https://www.asianpaints.com/PositionStatement.html https://www.asianpaints.com/EqualOpportunityPolicy.html
Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders	<ol style="list-style-type: none"> 1. Corporate Social Responsibility Policy, 2. Customer Policy, 3. Code of Conduct for Employees, 4. Code of Conduct for Business Partners, 5. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, 6. Dividend Distribution Policy, 7. Advocacy Policy 	https://www.asianpaints.com/CodesandPolicies.html https://www.asianpaints.com/CustomerPolicy.html https://www.asianpaints.com/AdvocacyPolicy.html

Principle	Applicable Policies	Link for policies
Principle 5: Businesses should respect and promote human rights	<ol style="list-style-type: none"> Code of Conduct for Employees, Code of Conduct for Business Partners, Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace, Policy on Equal Opportunity and Non Discrimination, Nomination and Remuneration Policy, Human Rights Position Statement 	https://www.asianpaints.com/CodesandPolicies.html https://www.asianpaints.com/PositionStatement.html https://www.asianpaints.com/EqualOpportunityPolicy.html
Principle 6: Businesses should respect and make efforts to protect and restore the environment	<ol style="list-style-type: none"> Environment Policy, Health and Safety Policy, Net Zero Carbon Emission Position Statement, Sustainable Supply Chain Position Statement, Biodiversity & No Deforestation Position Statement 	https://www.asianpaints.com/EnvironmentPolicy.html https://www.asianpaints.com/HealthandSafetyPolicy.html https://www.asianpaints.com/PositionStatement.html
Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	<ol style="list-style-type: none"> Advocacy Policy 	https://www.asianpaints.com/AdvocacyPolicy.html
Principle 8: Businesses should promote inclusive growth and equitable development	<ol style="list-style-type: none"> Corporate Social Responsibility Policy, Policy on Equal Opportunity and Non-Discrimination 	https://www.asianpaints.com/CodesandPolicies.html
Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner	<ol style="list-style-type: none"> Customer Policy, Information Security Policy 	https://www.asianpaints.com/CustomerPolicy.html https://www.asianpaints.com/CodesandPolicies.html

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Business Responsibility & Sustainability Report (Contd.)

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:-

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	13 sessions	Outlook of paint industry and home décor sector, governance and regulatory compliance requirements, risk management, cyber security risk and ESG commitments.	100
Key Managerial Personnel (KMPs)	13 sessions	Updates and awareness related to regulatory changes are provided for the benefit of the Key Managerial Personnel. Topics covered include: Corporate Governance, Companies Act, 2013, SEBI regulations as applicable to the Company, ESG matters, cyber security risk.	100
Employees other than BoD and KMPs	8,133 unique employees attended 307 Instructor Led Training & 1,252 Online Training sessions	Values-based capability building programme, Code of Conduct for Employees, Prevention of Sexual Harassment Act Workplace (POSH), Well-being (financial, physical and mental), safety linked sessions, sensitisation of compliances under Code of Conduct to regulate, monitor, and report trading by Designated Persons, and fair trade practices, competition law, sessions on soft skill enhancement and function specific knowledge sessions.	87
Workers	206 sessions	Health & Safety related trainings. Wellness sessions and skill upgradation.	100

Notes:

- The Company provides regular trainings on health and safety to minimise workplace accidents without focusing upon the numbers of hours spent in training.
- Training on skill upgradation includes both soft skill and functional skills. Such trainings are imparted by individual functions basis the need for their department and are not specially tracked.
- The numbers are reported for all the employees who were on the rolls of the Company during the year.
- Limited assurance has been carried out by Price Waterhouse Chartered Accountant LLP on the above indicator.

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format:

		Monetary		Brief of the Case	Has an appeal been preferred? (Yes/No)
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)		
Penalty/Fine					
Settlement			Nil		
Compounding fee					
		Non-Monetary		Brief of the Case	Has an appeal been preferred? (Yes/No)
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions			
Imprisonment					
Punishment			Nil		

Note: Materiality threshold as specified in Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been applied for the purpose of this disclosure.

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed. - Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has a published position statement on anti-corruption and anti-bribery available on its website at <https://www.asianpaints.com/PositionStatement.html>. Further, the Company's Code of Conduct for Employees and the Code of Conduct for Business Partners, cover aspects relating to anti-corruption or anti-bribery, the scope of which extends to all employees of the Company and its subsidiaries and associate companies.

The Company is committed to maintaining the highest ethical standards while undertaking fair business operations and implementing and enforcing effective systems to detect, counter, and prevent bribery and corruption. The Company has zero tolerance towards corruption and giving or offering to give, directly or through a third party, undue incentive ("bribery") to a public servant or any business partner intending to obtain or retain business or an advantage in the course of business.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2023-24	FY 2022-23
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

6. Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Brief details of the complaint	Number	Brief details of the complaint
Number of Complaints received in relation to issues of Conflict of Interest of the Directors	-	-	1	The Company had received a complaint from an individual (ex-employee and a vendor of the Company), through the National Stock Exchange of India (NSE), alleging impropriety with respect to certain related party transactions entered into by the Company among other matters. The Company has appropriately responded to the same.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

Note: Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables [(Accounts payable *365)/Cost of goods/services procured]:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	67	65

Notes:

- Average trade payable and net purchases of raw material, packaging material and stock in trade has been considered in the computation of days of accounts payable.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

Business Responsibility & Sustainability Report (Contd.)

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases^	a. Purchases from trading houses as % of total purchases	11.8%	11.7%
	b. Number of trading houses where purchases are made from	411	344
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	77.5%	80.3%
Concentration of Sales*	a. Sales to dealer/distributors as % of total sales	99.1%	99.1%
	b. Number of dealers/distributors to whom sales are made	74,129	70,174
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	0.9%	0.8%
Share of RPTs in	a. Purchases^ (Purchases with related parties/Total Purchases)	3.5%	3.5%
	b. Sales (Sales to related parties/Total Sales)	0.3%	0.4%
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties/Total Investments made)	31.7%	31.2%

Notes:

1. ^Purchases of raw material, packing material and stock in trade as disclosed in note no. 24 of the standalone financial statements.
2. *Gross sales as disclosed in note no. 22(C) of the standalone financial statements.
3. Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

The Company is committed to conducting business in an ethical, fair, legally, socially and environmentally responsible manner. The Company's business partners are an integral part of the ecosystem, and the Company encourages the business partners to be responsible corporate citizens. The Company has in place a documented Code of Conduct for Business Partners to emphasise its commitments in the areas of business integrity, human rights, labour practices, environment stewardship, etc.

All the agreements/contracts/purchase orders entered into by the Company with the business partners includes stated confirmation on the above-mentioned aspects. The Code of Conduct for Business Partners is available at <https://www.asianpaints.com/CodeofConductforBusinessPartners.html>. The Company also seeks confirmation from the business partners on acceptance and adherence to the Code of Conduct for Business Partners. The process of holding discussions and conducting awareness sessions with our value chain partners on these principles has been initiated.

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
-	-	-

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, the Company has Code of Conduct for Board of Directors and Senior Management Personnel (Code) which stipulates guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company receives an annual declaration and changes, if any, from time to time, from its Board of Directors and Senior Management Personnel on their concern and interest in other entities, and ensures requisite approvals as required under the applicable laws are taken prior to entering into transactions with such entities. Further, the Directors abstain from participating in the Board/Committee meetings on matters in which they are interested or deemed to be interested.

Additionally, the Company also receives an annual declaration from the members of the Board confirming adherence to the Code. The Code is available on the Company's website at <https://www.asianpaints.com/CodesandPolicies.html>

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	2.0%	1.4%	The Company has an in-house Research & Technology (R&T) facility where experts/scientists work on various innovations/technologies including finding pathways for bringing on more sustainable and environment friendly products which includes low Volatile Organic Compound (VOC) paints, reducing/eliminating lead and heavy metals, etc. The Company has spent ₹115.8 Crores & ₹105.4 Crores (only operating cost) on R&T expenses during FY 2023-24 and FY 2022-23 respectively. These include expenses on multiple projects embodying several benefits including environmental and social benefits, however, separately identifying such costs is not feasible. The reported percentage of R&D include only separately identified expenses, excluding employee cost and other direct expenses of R&T.
Capex	6.8%	8.5%	The capital spends include investments in renewable energy, installation of environment monitoring systems, expenditure on energy efficient equipment, waste reduction & treatment infrastructure, automation of laborious activities and improvement of safety infrastructure among others.

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes. The Company has the Code of Conduct for Business Partners (Code) which acts as the umbrella policy for driving the ESG agenda in its value chain. During the year, 2,793 existing vendors have acknowledged/accepted the Code which represents more than 90% of raw material and packaging suppliers of the Company by value.

Vendor selection and on-boarding criteria include a necessary evaluation of compliance with environment-related regulations such as valid consent and other authorizations, availability of environment policy and management system as well as self-declaration on key Human Rights principles. During the year, 149 such suppliers were on-boarded based on the evaluation.

During the year, we rolled out our Supply Chain Sustainability program "Samaveta", to institutionalize collaboration on sustainability by establishing the ESG baseline, maturity and identifying areas of possible collaboration. As part of the program, we have assessed the maturity and impact of our suppliers using ESG criteria based on the response on Self Declaration Forms (SDFs). A detailed description of the program Samaveta along with the way forward has been provided in the Sustainable Supply Chain Management under Governance section forming part of this Integrated Annual Report on page no. 117.

- b. If yes, what percentage of inputs were sourced sustainably?**

The Company continuously assesses the source of inputs from vendors and evaluates if these vendors are certified by third-party agencies. Such information is gathered from the public domain & disclosure by vendors. Basis this assessment, more than 80% of the raw material procurement by value are certified to be compliant with social and environmental standards such as SA 8000, ISO 14001/EMS, OHSAS 18001/ISO 45001, EcoVadis rating (bronze or higher) or relevant labels like Rainforest Alliance, Rugmark, RSPO, etc.

Further, under the program Samaveta we have assessed 77% of raw material and packaging material suppliers by value based on their response to SDFs.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Paints is a product applied on surfaces and gets completely utilized once it reaches consumers. However, we focus on reducing the generation of dead, damaged, and defective materials on the inventory management front. These stocks are collected back, reprocessed, and utilized to the maximum extent possible. Additionally, our packaging material is predominately plastic, and we also provide electric tools used while painting, details of which are provided below:

Business Responsibility & Sustainability Report (Contd.)

- a) **Plastics (including packaging):** The Company follows the Extended Producer Responsibility (EPR) approach for managing downstream operations of plastic packaging waste ensuring compliance with the Plastic Waste Management Rules, 2016 (PWM Rules, 2016). Further, the Company has increased the use of recycled plastic in a host of its product packaging. The total quantity of recycled plastic used in packaging was 10,324 Metric Tonnes (MT) in FY 2023-24. This accounts for 14.6% of total plastic packaging procured.
- b) **E-waste:** The Company provides a range of painting-related electrical mechanised tools which are covered under the purview of E-waste (Management) Rules, 2022 (E-waste Rules, 2022). We have ensured compliance with the requirement for EPR set out in the said rules.
- c) **Hazardous Waste:** Not applicable
- d) **Other:** Not applicable

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, EPR is applicable to the Company under PWM Rules, 2016 and E-waste Rules, 2022.

The Company has been ensuring the collection and safe disposal of plastic packaging waste through the EPR approach since 2018. The Company has collected over 7,200 MT of flexible & Multi-Layered Plastic (MLP) and 70,000 MT of rigid plastic in FY 2023-24. The collection and responsible channelization was ensured across 25 states.

Further, the Company provides a range of painting-related electrical mechanised tools which are covered under the purview of E-waste Rules, 2022. The Company fulfilled the EPR obligation during the year and ensured the collection and recycling of 86.27 MT of e-waste as per the E-waste Rules, 2022 and Central Pollution Control Board (CPCB) directions.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

At Asian Paints, we follow life cycle approach to assess the environmental impact of our products throughout their entire life cycle, from raw materials sourcing to disposal. We believe that by understanding the full life cycle impact of our products, we can identify opportunities to reduce environmental impacts, increase resource efficiency, create value for our stakeholders and provide our customers with a range of Sustainably Advantaged Products.

During FY 2023-24, the Company has undertaken a third-party product LCA for 53 products which included a range of exterior & interior paints, wood finishes, waterproofing, colorants and adhesives in line with ISO 14040. The key impacts covered under the LCA are Abiotic Depletion (ADP elements), Abiotic Depletion (ADP fossil), Acidification Potential (AP), Eutrophication Potential (EP), Global Warming Potential (GWP 100 years), Global Warming Potential (GWP 100 years) excluding biogenic carbon, Ozone Layer Depletion Potential (ODP, steady state), Photochemical Ozone Creation Potential (POCP), primary energy demand (net calorific value), bluewater consumption, ecotoxicity, human toxicity cancer, and non-cancer.

Further, we have invested in advanced LCA capabilities to estimate product carbon footprints and its environmental impact. A group of scientists from our R&T and sustainability team have received effective training in undertaking LCA studies for the products.

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No). If yes, provide the web-link.
202	Top volume products across exterior & interior paint, wood finishes, waterproofing, colorants and adhesives	70%	Cradle to grave	Yes	No

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products services, as identified in the Life Cycle Perspective Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

There are no significant social/environmental concerns and/or risks arising from the production or disposal of products/services. However, based on the LCA study, the Company is working to mitigate identified hotspots in regard to the environmental impact of the products. This has been discussed in detail in the Sustainable Operations section forming part of this Integrated Annual Report on page 44. The key initiatives are listed below:

- A. Scope 3 emission:** The majority of our emissions lie in scope 3 and hence multiple initiatives are being undertaken by the Company.
- a. Emission reduction through formulation efficiency and process innovations. This results in emission reduction at the raw material stage as product life cycle which is a key contributor to Scope 3 emissions. During the year, the Company realized a reduction of 30,143 metric tCO₂e.
 - b. Multimodal Transportation: In line with national logistics policies, the Company has adopted multimodal transport, using cleaner fuel-powered vehicles. Such initiatives help in reducing the emissions in our outbound logistics. These initiatives helped reduce more than 5,500 tCO₂e of GHG emissions from logistics footprint, while also optimizing freight costs.
- B. Water Footprint:** The Company continue to work extensively to reduce overall water footprint by driving water conservation activity within plants, harvesting and utilizing rainwater in process, and water recharge and conservation initiatives outside plants. During the year, the Company replenished 387% of freshwater consumption. The specific non-process water consumption has been reduced by 54% since 2013-14 to 0.44 KL/KL.
- C. Sustainability Advantaged Products:** Our Sustainably Advantaged Products are products that are more sustainable than the current norm for the industry and bring tangible sustainability benefits to our customers. These include products that provide resource efficiency benefits in use-phase by reducing surface temperature, offering longer-lasting performance, providing health and well-being benefits, etc.
- **High Durability Products:** The Company is committed to deliver products that surpass expectations by combining durability and environmental responsibility. Enhancing product longevity is vital in minimizing waste and conserving resources throughout the lifecycle. The Company strive to create long-lasting, low-maintenance products that uphold our performance and aesthetic standards through research and development, rigorous testing, and consumer research. Additionally, the focus is on extending in-can shelf life, ensuring optimal usability for consumers.
 - **Low VOC Products:** The Company is constantly changing and improving its paint formulations to offer low-VOC paints that ensure health and environmental benefits while providing higher performance levels. Further, the Green Seal and the Company's Green Assure products are low VOC products as VOC is one of the important criteria to comply with these certification standards.

Name of Product/Service	Description of the risk/concern	Action Taken
-	-	-

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry):

Indicate input material	Recycled or re-used input material to total material (%)	
	FY 2023-24	FY 2022-23
Recycled content in plastic packaging procured	14.6%	7.8%
Wash water reuse in the process	6.2%	5.7%

Note: Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP.

Business Responsibility & Sustainability Report (Contd.)

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24			FY 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)*	-	~73,000	~4,200	-	~53,400	~500
E-waste	-	86.27	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste	-	-	-	-	-	-

*At the time of reporting, we are in the process of traceability assessment to ascertain the quantity of plastic channelized for recycling and safe disposal. The breakup provided in the table is a conservative estimate for recycling based on the assessment done so far.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category:

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Plastic Waste as part of Extended Producers Responsibility	100% of total plastic packaging material [rigid, flexible & Multi-Layered Plastic (MLP)]

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

	% of employees covered by										
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day-care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	7,060	7,060	100	7060	100	-	-	7039	99.7	1384	19.6
Female	744	744	100	744	100	744	100	-	-	476	63.9
Total	7,804	7,804	100	7804	100	744	9.5	7039	90.2	1860	23.8
Other than Permanent employees											
Male	6304	6304	100	6304	100	-	-	-	-	-	-
Female	746	746	100	746	100	746	100	-	-	-	-
Total	7050	7050	100	7050	100	746	10.6	-	-	-	-

Notes:

- Vendors are required to adhere to the statutory compliances as per applicable laws and rules made thereunder.
- Day-care facilities are available on the Company premises (including plants) as per provisions of the Factories Act, 1948.
- Some locations do not fall under the Maternity Benefit Act, 1961 and accordingly do not meet the requirement of having a day-care facility.

b. Details of measures for the well-being of workers:

	% of workers covered by										
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day-care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	1,672	1,672	100	1,672	100	-	-	1,672	100	61	3.6
Female	6	6	100	6	100	6	100	-	-	6	100
Total	1,678	1,678	100	1,678	100	6	0.4	1,672	99.6	67	3.9
Other than Permanent workers											
Male	13,749	13,749	100	13,749	100	-	-	-	-	1,431	10.4
Female	390	390	100	390	100	390	100	-	-	101	25.9
Total	14,139	14,139	100	14,139	100	390	2.8	-	-	1,532	10.8

Notes:

- Vendors are required to adhere to the statutory compliances as per applicable laws and rules made thereunder.
- Day-care facilities are available on the Company premises (including plants) as per provisions of the Factories Act, 1948.
- Some locations do not fall under the Maternity Benefit Act, 1961 and accordingly do not meet the requirement of having a day-care facility.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent):

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the Company	0.4%	0.3%

Note: # Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

2. Details of retirement benefits:

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees*	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)^	No. of employees covered as a % of total employees*	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)^
PF	100	100	NA	100	100	NA
Gratuity	100	100	NA	100	100	NA
ESI	NA	100	Yes	NA	100	Yes

Notes:

- *Eligible as per statute.
- ^ The Provident Fund and Gratuity contribution are deposited with the Company's Trust Funds.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

Business Responsibility & Sustainability Report (Contd.)

3. Accessibility of workplaces:

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company has Policy on Equal Opportunity and Non-Discrimination basis which the Company takes proactive measures to build systems and processes to ensure:

1. That appropriate infrastructural facilities and amenities are provided to employees and workers with disabilities to enable them to discharge their duties safely and effectively in the establishment.
2. The facilities are in compliance with the Harmonised Guidelines and Space Standards for Barrier Free Built Environment for Persons with Disability and Elderly Persons (as amended from time to time), issued by the Ministry of Urban Development, Government of India.
3. Accessible environment and assistive devices as required are made available.

Accordingly, all employees/workers with disability are provided resources necessary for their smooth functioning and create an inclusive environment.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has a Policy on Equal Opportunity and Non-Discrimination which is available on it's website at <https://www.asianpaints.com/policyonequalopportunityandnondiscrimination.html>.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	85.1	100	100
Female	100	86.7	*	*
Total	100	85.2	100	100

Notes:

1. *None of the female permanent workers availed parental leave in this year.
2. Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes. Grievances received from workers are duly recorded in the appropriate registers at the plant premises. Grievances can also be raised at http://asianpaints.ethicspoint.com/ through our toll free no. 000-800-100-1622, emailing at whistle.blower@asianpaints.com and/or by way of a letter addressed to the Ethics Committee at the Registered Office of the Company.
Other than Permanent Workers	
Permanent Employees	Yes. Employees can raise grievances with their reporting managers and/or with HR business partner. Grievances can also be raised at http://asianpaints.ethicspoint.com/ through our toll free no. 000-800-100-1622, emailing at whistle.blower@asianpaints.com and/or by way of a letter addressed to the Ethics Committee at the Registered Office of the Company.
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees/ workers in respective category (A)	No. of employees /workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/ workers in respective category (C)	No. of employees /workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	7,804	141	1.8	6,372	136	2.1
- Male	7,060	138	1.9	5,768	131	2.3
- Female	744	3	0.4	604	5	0.8
Total Permanent Workers	1,678	1,539	91.7	1,684	1,577	93.6
- Male	1,672	1,539	92.0	1,678	1,577	93.9
- Female	6	-	-	6	-	-

Note: Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures*		On Skill upgradation		Total (D)	On Health and safety measures*		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	7,060	1092	15.5	5,205	73.7	5,768	1,363	23.6	4,957	85.9
Female	744	97	13.1	544	73.1	604	111	18.4	514	85.1
Total	7,804	1,189	15.2	5,749	73.7	6,372	1,474	23.1	5,471	85.9
Workers										
Male	1,672	1,672	100	#		1,678	1,678	100	#	
Female	6	6	100			6	6	100		
Total	1,678	1,678	100			1,684	1,684	100		

Notes:

- * The Company provides regular trainings on health and safety to minimise workplace accidents without focusing upon the numbers of hours spent in training.
- # Trainings on skill upgradation includes both soft skill and functional skills. Such trainings are imparted by individual functions basis the need for their department and are not specifically tracked.
- Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
- Male	7,060	7,060	100	5,768	5,768	100
- Female	744	744	100	604	604	100
Total	7,804	7,804	100	6,372	6,372	100
Workers						
- Male	1,672	1,672	100	1,684	1,684	100
- Female	6	6	100	6	6	100
Total	1,678	1,678	100	1,690	1,690	100

Note: All our employees and workers are eligible to receive performance and career development reviews. For employees who have joined the Company during the period January to March, 2024 career development reviews would only have been received.

Business Responsibility & Sustainability Report (Contd.)

10. Health and Safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?

Yes. In accordance with the Health and Safety Policy of the Company, Occupational Health and Safety Management System has been implemented at all in-house manufacturing facilities and Research & Technology laboratory. Further, all other locations also comply with the applicable statutory requirement pertaining to health and safety. The Company's health and safety management system is based on ISO 45001, the International Standard for Occupational Health and Safety. All 8 decorative paints manufacturing plants are Five Star Certified by British Safety Council (BSC). Of these, 3 plants have also received Sword of Honour from BSC during the year.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has Health and Safety Policy. The health and safety guidelines are applicable to all operating locations of the Company and lay down required parameters to be followed at all the locations. Some of the key processes for identifying work-related hazards and assessing risks on a routine and non-routine basis are given below:

- (i) Hazard Identification and Risk Assessment (HIRA) is used for routine and non-routine activities.
- (ii) Hazard and Operability Study (HAZOP) is being used for identifying hazard related to chemical processes.
- (iii) Chemical Risk Assessment is used for identifying health hazards during handling of chemicals.
- (iv) Manual Material Handling Assessment Chart (MAC) tool is used for identifying hazards during manual material handling activities.
- (v) Fire Risk Assessment is done for handling fire related risks.
- (vi) Work place monitoring by laboratories accredited by National Accreditation Board for Testing and Calibration Laboratories or approved by the Ministry of Environment, Forest and Climate Change.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes, all workers at plants can report work related hazards through an internal portal. All the work hazards reported are monitored and actioned upon through the Department Safety Committee which in turn is supplemented by Apex Safety Committee at the plant. A process of 'stoppage of work due to unsafe act and unsafe condition' to safeguard employees' interest is in place to report or remove themselves from situations they believe could cause injury. At non-manufacturing locations, the workers can approach the location head to report any work-related hazards and to remove themselves from such risks.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, all employees/workers are covered under the Company's health insurance and personal accident policy.

11. Details of safety related incidents:

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.15	0.19
	Workers	0.25	0.24
Total recordable work-related injuries	Employees	17	17
	Workers	46	43
No. of fatalities	Employees	3	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

Notes:

- The details of safety related incidents now include non-manufacturing units in addition to manufacturing sites and R&T Centre reported till last year. The numbers for previous year have been appropriately revised.
- The lost time injury details for manufacturing locations and R&T Centre, is as per the criteria defined in Factories Act, 1948. For non-manufacturing locations, where Factories Act, 1948 is not applicable, man days lost >= 2 has been considered.
- The fatalities pertains to road accidents during on-duty travel.
- There are no incidents resulting in permanent disabilities
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

In line with the Company's Health and Safety Policy, there are various measures taken to ensure access to a safe and healthy work-place to all employees and workers. The Company invests in technologies and processes to avoid and minimise the manual interfaces with machines. The Company ensures that all statutorily required norms are complied with and get third party safety audits done for validation.

The Company endeavours to design any new facility by using latest technology and include all possible safety measure such that there is near zero risk to human health. At the existing facilities, newer mechanism, machines, and techniques are put in place.

Performing internal and external studies and surveys:

The Company performs various internal and external studies like 'HIRA', 'HAZOP', chemical risk assessment, fire risk assessment, manual material handling assessments, quantitative risk assessment for chemical storage tank and surveys relating to structural stability, noise survey, illumination survey, etc. to identify process safety hazards and controls.

Safety management systems:

The health and safety management system is based on ISO 45001 - the International Standard for Occupational Health and Safety and is also designed to cater to the 'Five Star Integrated Audit' by British Safety Council which is a leading global recognition in the field of Occupational Health and Safety Systems. This covers eight decorative paints manufacturing plants, one industrial paints plant, one chemical plant and Research and Technology Centre. It covers our workforce including contractor workmen, drivers, cleaners as well as visitors etc.

Training:

The Company encourages and works on building Behaviour Based Safety Management to encourage adherence to safe behaviour and promote safety culture. It provides periodic trainings to employees on the manner of performing such assessments/surveys, handling hazardous chemicals and equipment. All employees and workers are trained on safety aspects which includes First – aid, Fire – fighting, Onsite Emergency Plan, Work Permit System, HIRA, HAZOP, etc.

Use of technology and other safety measures:

Most of the paint manufacturing process are automated/semi-automated and are controlled through Distributed Control System (DCS) and Manufacturing Excellence System (MES). All the new plants are highly automated with conveyors and robotics palletisation to reduce manual material handling thereby, creating safer work environment. Moving parts of machineries are equipped with machine guarding mechanism like separately demarcated routes for vehicles and pedestrians, installation of convex mirrors at blind corners for Material Handling Equipment (MHE) trucks, monitoring speed of all vehicular movements, installation of safety alarms, interlocks to eliminate hazard related to moving parts, etc.

Over and above, it is ensured that fire protection equipment such as hydrant system, water monitors, foam monitors, fire extinguishers, fire detection and sprinkler fire system are provided as per relevant Indian Standards. Pre-employment and annual medical examinations are carried out for employees and contractor workmen as per Company's Policy. Personal Protective Equipment (PPE) are identified for various activities and maintained in the form of PPE matrix for each section in the plants conforming to relevant Indian/International Standard as applicable.

Road safety initiatives:

We understand that road safety is paramount, extending beyond our office premises to the roads our employees travel on daily basis. Committed to fostering a culture of safety and responsibility, we have implemented several initiatives to create awareness like Touch on Safety (Video Series) - highlighting importance of road safety, Defensive Driving Training by Safe Drive India, Simulator Driving Workshop, Infra Changes for ease in travelling, etc.

Periodic equipment maintenance, review and testing:

There is a well-defined checklist basis which periodic safety inspections are carried out and actions are taken in a time bound manner. Regular inspections and maintenance are done by competent persons for various critical equipment, with necessary permits wherever needed, ensuring lockout tagout system is implemented.

Business Responsibility & Sustainability Report (Contd.)

Redressal and investigation mechanism:

There are Safety Committees constituted at locations to ensure that safe work practices are in place. The Committees promote the participation of employees and workers to participate in ensuring workplace safety and have a well laid out procedure of investigation for work – related incidents, review and investigation along with implementation of corrective and preventive actions.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

The Company encourages employees and workers to highlight any issues noticed towards working conditions and Health & Safety concerns at all its locations. The employees can also lodge complaints on the internal portal of the Company as well. Throughout the year, the employees have raised many such queries/concerns on the portal which have been largely addressed by the Company. Such complaints are mostly in the nature of flagging of possible need of repairs or availability of proper working conditions which are regular in nature and addressed as and when raised. These queries/concerns are not reported considering them as trivial.

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working conditions	100

Note: % is based on cases which were due for an assessment either basis regulatory requirements and/or basis the Company's internal guidelines.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

The Company continuously monitors and assesses its health and safety practices and working conditions. Investigation is conducted in case any incident is reported using various methodology to identify the root cause. The investigation team presents corrective and preventive measures which is reviewed at various levels by the local management and central teams. Such corrective actions are then deployed horizontally across locations.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Yes/No) (B) Workers (Yes/No).

Yes, the Company has extended life insurance or compensatory package in the event of death of both employees and workers.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company has a robust mechanism to ensure that all statutory dues have been deducted and deposited by the value chain partners. As per the business agreements/contracts and purchase orders, all vendors are obliged to make necessary statutory payments timely. The Company regularly verifies the payment made by vendors to various government authorities towards statutory payments internally or through third party audits. With such reviews, the Company internally rates the vendors on their compliance status. The Company issues notices or penalises them or ceases business dealing with defaulting vendors depending on the number of defaults.

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	3	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

Yes, the Company has a transition assistance program across cadres right from junior level to senior management to provide guidance to new promotees to discharge their duties more effectively and develop their functional and behaviour skill sets. Each program is uniquely designed depending on the cadre and required developmental needs. The program also allows individuals to nominate themselves for one on one and group coaching programs which helps them in addressing any specific transitional need. In case of retirement, various insight sharing sessions are held with the employees to gain from their experiences. The Company engages with them to assist them in financial planning needs, if any. Refer the Synergising Relationships section forming part of this Integrated Annual Report on page no. 62

5. Details on assessment of value chain partners:

The Company has in place a Code of Conduct for Business Partners. Accordingly, business partners are expected to provide a safe and healthy workplace for their employees and contractors. Business partners must be compliant with applicable laws and regulations on Occupational Health and Safety, and have the required permits, licenses and permissions granted by local and national authorities.

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	-
Working Conditions	-

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners - Not Applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Refer Stakeholder Engagement section forming part of this Integrated Annual Report on page no. 38.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Refer Stakeholder Engagement section of forming part of this Integrated Annual Report on page no. 38.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Stakeholder engagement is a crucial process that contributes to the growth ambitions. Refer Stakeholder Engagement section forming part of this Integrated Annual Report on page no. 38 which covers the process for consultation between stakeholders and the Board.

The Company reports annually on the progress of ESG targets to update all stakeholders on ongoing initiatives. The comprehensive reporting approach demonstrates an unwavering dedication to provide stakeholders a transparent and holistic view of the Company's performance and progress toward achieving ESG commitments.

Business Responsibility & Sustainability Report (Contd.)

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, the Company in consultation with the stakeholders has identified material environmental and social topics. Material topics were shortlisted and prioritised based on their impact on the stakeholders and the business. The details on the same have been provided in the Stakeholder Engagement and Identifying Materiality Issues sections forming part of this Integrated Annual Report.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

The Company identifies the need of communities including vulnerable and marginalised groups and accordingly takes up various programs through Corporate Social Responsibility initiatives. The initiatives undertaken by the Company under the thrust areas of Corporate Social Responsibility is after assessing the need of the communities including the vulnerable/marginalised stakeholder groups and other members of the community. The Company has undertaken nutrition projects for children, adolescents, pregnant and lactating women and organised Eye Care programme for school students. The Colour Academies works on imparting skill education and enhancing productivity of the people in paint application, plumbing, carpenter training, etc. and strives to make an impact on their lives by bringing positive economic, professional and inter personal & intrapersonal impact. For more information, please refer to the Synergising Relationships section forming part of this Integrated Annual Report on page no. 62.

PRINCIPLE 5 Businesses should respect and promote human right

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of Employees/workers covered (B)	% (B/A)	Total (C)	No. of Employees/workers covered (D)	% (D/C)
Employees						
Permanent	7,804	7,162	91.8%	6,372	4,096	64.3%
Other than permanent	7,050	Refer Note (2)		7,838	Refer Note (2)	
Total Employees	14,854			14,210		
Workers						
Permanent	1,678	Refer Note (2)		1,684	Refer Note (2)	
Other than permanent	14,139			16,142		
Total Workers	15,817			17,826		

Notes:

- The trainings on human rights and other policies are a part of the Code of Conduct and various other awareness programmes. The Company has deployed an e-module on Code of Conduct for training of the employees.
- Several discussions are held with all employees and workers to create awareness around human rights and the Company's Code of Conduct. In addition to HR led sessions and e-module, all employees and workers (including new joinees) are trained/made aware of the Code of Conduct by their functional team leads. Such sessions are currently not tracked. Further, the Code of Conduct is available for reference on the Company's website and on the Company's intranet portal. They are expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with: all applicable laws, rules and regulations, and all applicable policies and procedures adopted by the Company.
- Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

2. Details of minimum wages paid to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than Minimum Wage		Total (D)	Equal to minimum wage		More than Minimum Wage	
		No. (B)	%(B / A)	No. (C)	%(C / A)		No. (E)	%(E/D)	No. (F)	%(F / D)
Employees										
Permanent										
Male	7,060	-	-	7,060	100	5,768	-	-	5,768	100
Female	744	-	-	744	100	604	-	-	604	100
Other than Permanent										
Male	6,304	572	9.1	5,732	90.9	6924	740	10.7	6,184	89.3
Female	746	411	55.1	335	44.9	914	604	66.1	310	33.9
Workers										
Permanent										
Male	1,672	-	-	1,672	100	1678	-	-	1,678	100
Female	6	-	-	6	100	6	-	-	6	100
Other than Permanent										
Male	13,749	2,798	20.4	10,950	79.6	15,735	13,311	84.6	2,424	15.4
Female	390	81	20.8	309	79.2	407	306	75.2	101	24.8

Notes:

- The number for previous year has been revised basis the information received from the partners.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

3. Details of remuneration/salary/wages

a. Median remuneration/salary/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)*	8	63,00,000	5	57,00,000
Key Managerial Personnel (KMP)*^	2	12,24,07,218	-	-
Employees other than BoD and KMP	7,058	15,19,104	744	12,22,869
Workers	1,672	4,86,248	6	2,24,070

Notes::

- *Includes Managing Director & CEO
- ^Key Managerial Personnel are the Managing Director & CEO and CFO & Company Secretary
- Include details of Directors and KMP as on 31st March 2024.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

b. Gross wages paid to females as % of total wages paid by the entity:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	7.8%	6.7%

Note: Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

Business Responsibility & Sustainability Report (Contd.)

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, Ms. Savitha Shivsankar, the Chief Human Resources Officer of the Company, is responsible for addressing any human rights issues caused or contributed by the business. Further, these cases are presented to the Audit Committee along with the status and its resolutions on a quarterly basis.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company is committed to providing a safe and conducive work environment to all of its employees and workers. Transparency and openness are organisational values and are practised across all levels. Employees are encouraged to share their concerns with their reporting manager or the members of the Senior Management. Employees can reach out independently to the Human Resource function if they so choose to. The Company has an open-door approach, wherein any employee irrespective of hierarchy has access to the Senior Management. In addition, the Code of Conduct for Employees and the Whistle Blower Policy allows all our employees to report any kind of suspected or actual misconduct in the organisation in an anonymous manner including grievances related to human rights issues.

Refer to the Company's position statement on Human Rights at <https://www.asianpaints.com/PositionStatement.html>.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	11	2*	-	5	1*	
Discrimination at workplace	-	-	-	-	-	
Child Labour	-	-	-	-	-	
Forced Labour/Involuntary Labour	-	-	-	-	-	
Wages	1	-	-	-	-	
Other human rights related issues	-	-	-	-	-	

Notes:

- *The cases pending for resolution are not beyond 90 days - defined period for resolution as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 or POSH policy.
- Limited assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

	FY 2023-24	FY 2022-23
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	11	5
Complaints on POSH as a % of female employees/workers	1.5%	0.8%
Complaints on POSH upheld	11	5

Note: Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company believes in the principle of natural justice and ensures that full confidentiality of complainant is maintained during and after resolution of complaint. Such complaints are usually handled by senior members in the organisation. These members are trained on aspects like how such complaints must be handled, the rights of complainants, and manner of dealing with complaints and respondents, sensitivity and judgement to be applied on such matters.

The members handling such complaints maintain full confidentiality to protect the complainant during as well as after closure of complaints. The complainant is protected against any adverse action not limited to harassment, unfair termination of employment, demotion, suspension and biased behaviour.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, all critical human rights requirements are part of business agreements, purchase orders and contracts with suppliers. Further, the Code of Conduct for Business Partners is applicable to all the suppliers and service providers according to which suppliers are expected to respect human rights and avoid causing/contributing to human rights infringements through their business actions.

10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	
Forced/involuntary labour	
Sexual harassment	100
Discrimination at workplace	
Wages	
Others- please specify	

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.: Not Applicable

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

During the reporting period, no business processes have been modified or introduced for addressing human rights grievances/complaints.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The Company is committed to protecting and respecting Human Rights and remedying human rights violations in case they are identified; for example, issues relating to human trafficking, forced labour, child labour, freedom of association, right to collective bargaining, equal remuneration and discrimination. The Company work towards providing equal employment opportunity, ensuring distributive, procedural, and interactional fairness, creating a harassment-free, safe environment and respecting fundamental rights. As an equal opportunity employer, no discrimination is tolerated in any aspect. Refer to the Company's Human Right Position Statement at <https://www.asianpaints.com/PositionStatement.html>.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Differently abled visitor at Head Office are given access to required facilities. The Company is taking appropriate measures to build systems and processes to ensure that provisions are made for an accessible environment & assistive devices as required.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business with such partners) that were assessed
Sexual Harassment	
Discrimination at workplace	
Child labour	Nil*
Forced Labour/Involuntary Labour	
Wages	
Others- please specify	

* In accordance with the Company's policy on Code of Conduct for Business Partners, all business partners must treat all employees with respect and dignity and exhibit zero tolerance towards unacceptable sexual harassment, workplace discrimination and must not engage in child labour, Forced Labour/Involuntary Labour, etc. They must provide safe and healthy workplace for their employees and contractors. Business partners must be compliant with local and national laws and regulations on Occupational Health and Safety, and have the required permits, licenses and permissions granted by local and national authorities. They must also provide their employees with safe and human working conditions.

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above. Not Applicable

Business Responsibility & Sustainability Report (Contd.)

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

We have expanded our reporting boundary for the disclosures in this principle. The boundary now includes all paints and chemical manufacturing units, R&T center, owned offices and leased offices/warehouses. Hence, the performance for FY 2022-23 has been updated appropriately.

For the purpose of calculation of revenue adjusted Purchasing Power Parity (PPP), conversion factor @22.88 INR/USD as per World Bank [website](#) has been considered.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameter	FY 2023-24 (in GJ)	FY 2022-23 (in GJ)
From renewable sources		
Total electricity consumption (A)	2,32,622	2,05,565
Total fuel consumption (B)	6,172	2,066
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	2,38,794	2,07,631
From non-renewable sources		
Total electricity consumption (D)	1,87,649	1,92,732
Total fuel consumption (E)	8,53,773	8,64,356
Energy consumption through other sources (F)	12,329	10,447
Total energy consumed from non-renewable sources (D+E+F)	10,53,751	10,67,535
Total energy consumed (A+B+C+D+E+F)	12,92,545	12,75,166
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	41.9 GJ/ ₹ crore	42.4 GJ/ ₹ crore
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	958.6 GJ/ \$ crore	970.0 GJ/ \$ crore
Energy intensity in terms of physical Output	0.98 GJ/KL	1.03 GJ/KL

Notes:

1. Total diesel consumption for the leased assets have been calculated by considering the total amount spent on the purchase of diesel by average of diesel prices at four metros (Chennai, Kolkata, Delhi and Mumbai).
2. Electricity consumption at leased offices/warehouses is included under non-renewable electricity consumption.
3. Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No) If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable, as we are not an energy-intensive industry as outlined under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	57,998	59,394
(iii) Third party water	12,08,996	10,04,001
(iv) Seawater/desalinated water	-	-
(v) Others (Rain water)	66,829	2,35,011
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	13,33,823	12,98,406
Total volume of water consumption (in kilolitres)¹	13,24,370	12,89,593
Water intensity per rupee of turnover (Total water consumption/Revenue from operations)	42.9 KL/ ₹ Crore	42.9 KL/ ₹ Crore
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP)	982 KL/ \$ Crore	981 KL/ \$ Crore
Water intensity in terms of physical output	1.00 KL/KL	1.04 KL/KL

Notes :

- All our manufacturing units have zero liquid discharge i.e., water withdrawn is completely consumed within the units. The difference in the withdrawal and consumption is the quantity that is being procured at our owned corporate offices, wastewater from which it is channelized to the municipal corporation for further treatment. The total withdrawal for these offices is 9,453 KL and in the absence of discharge information water withdrawn has been assumed to be equal to water discharged. Similarly, total withdrawal at offices in FY 2022-23 was 8,813 KL.
The above details provide water withdrawal and consumption at manufacturing locations and owned offices. The water withdrawal and consumption for leased offices, which is not included in the above table, is estimated to be 53,000 KL and the same has been calculated based on methodology prescribed in IS 1172:1993.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

4. Provide the following details related to water discharged: All our manufacturing facilities are Zero Liquid Discharge i.e., no wastewater is discharged outside the premises.

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment ¹	9,453	8,813
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	9,453	8,813

Notes:

- Wastewater is estimated to be discharged from our owned corporate offices which is being sent to the municipal corporation for further treatment. The quantity for the same is estimated to be 9,453 KL.
- In absence of discharge information at leased offices, complete quantity of estimated 53,000 KL is considered to be discharged. This is not included in the above table.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

Business Responsibility & Sustainability Report (Contd.)

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

All our manufacturing plants including our R&T centre are Zero Liquid Discharge facilities. Recognizing the importance of water as a resource, we undertake several initiatives to optimize consumption and reduce resultant wastewater generation through our reuse or recycling schemes. Such wastewater is further recovered and used back in the process. The details of such initiatives can be found under the Water Neutrality head in the Sustainable Operations section forming part of this Integrated Annual Report on page no. 56.

6. Details of air emissions (other than GHG emissions) by the entity:

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	Metric Tonnes	44.4	40.3
SOx	Metric Tonnes	13.1	10.7
Particulate matter (PM)	Metric Tonnes	14.0	10.5
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-

Note : Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	72,794	74,943
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	44,357	44,600
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	Metric tonnes of CO ₂ equivalent/₹ crore	3.8	4.0
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	Metric tonnes of CO ₂ equivalent/\$ crore	86.9	90.9
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Kg CO ₂ equivalent/KL	88.6	96.6

Notes:

- The emissions from leased offices/warehouses accounted in Scope 3 Category 8 (leased assets) in FY 2022-23 has been accounted in Scope 1 and Scope 2 emissions. The number reported for Scope 3 in previous year has been appropriately revised.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on above indicator.

8. Does the entity have any project related to reducing Green House Gas (GHG) emission? If Yes, then provide details.

GHG emissions reduction is an important focus area under our ESG commitments. As part of our Scope 1 and Scope 2 GHG emissions reduction plan, we focus on key enablers of energy efficiency and renewable energy.

Energy Efficiency:

The Company is committed to energy conservation and ensuring efficient energy usage at all operational facilities. Energy management forms a vital part of the approach toward sustainable operations. During the year, multiple energy efficiency projects were implemented in continuation of this long-term agenda such as X-plate nano technology installation, Fitch Catalyst installation, switching to an electric boiler, etc. Our specific electricity consumption at the decorative paints plants has been reduced by 36% from FY 2013-14.

Renewable Electricity:

Renewable electricity generation is one of the key area and several investments have been made over the years to build infrastructure. Renewable electricity accounts for 65.8% of the total electricity consumption in FY 2023-24 at decorative paint manufacturing units.

Switching to Greener Fuel:

The Company has always been exploring Greener Fuels for meeting heating requirements in its plants, whether it is switching to gas-based generators or using biogas. In FY 2023-24, 122 MT of biogas was used in place of fossil-based fuel.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	2732.1	2,983
E-waste (B)	12.4	26.4
Bio-medical waste (C)	1.2	0.6
Construction and demolition waste (D)	0	3,915.6
Battery waste (E)	85.1	68.2
Radioactive waste (F)	-	-
Other Hazardous waste (G)	1,362.8	1,436.9
Other Non-hazardous waste generated (H)	9,585.1	9,742.3
Total (A + B + C + D + E + F + G + H)	13,779	18,173
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	0.4 MT/ ₹ crore	0.6 MT/ ₹ crore
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)	10.2 MT/ \$ crore	13.8 MT/ \$ crore
Waste intensity in terms of physical output	10.4 Kg/KL	14.7 Kg/KL

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste		
(i) Recycled	11,305	16,984
(ii) Re-used	62	-
(iii) Other recovery operations	1,687	410
Total	13,054	17,394

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	451	547
(ii) Landfilling	274	232
(iii) Other disposal operations	-	-
Total	725	779

Notes:

- The above details provide waste disposal at manufacturing locations and owned offices. For leased offices/warehouses located across the country, due to the type of the setup, the nature of the waste is non-hazardous and is estimated not to be material.
- Other Hazardous waste includes waste categorized under Hazardous Waste Rules, 2016 and disposed of which is through Pollution Control Board authorized/licensed vendors in line with the Consent to Operate/Hazardous Waste Authorization condition.
- Other Non-Hazardous primarily include metal, wooden and paper waste.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP.

Business Responsibility & Sustainability Report (Contd.)

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Waste generation is an inevitable part of our manufacturing process, efforts are put in to create value from our waste. With an aim to divert a significant quantum of waste from going to landfills, we have adopted systems and procedures that help us repurpose used material and reintroduce excess material into our production process. We follow the '3R' strategy of Reduce, Reuse and Recycle for our waste management. This has resulted in a significant decrease in both hazardous waste and non-hazardous waste disposal during the year. Our specific hazardous waste and non-hazardous waste disposal has been decreased by 77% and 47% respectively from the baseline year of FY 2013-14, at our decorative paint manufacturing units.

We follow legally prescribed procedures and apply environmentally sound disposal techniques for disposing of hazardous waste whereas the non-hazardous waste is sent to authorised recyclers. A detailed description has been provided in the Sustainable Operations section forming part of this Integrated Annual Report on page no. 44.

Safety and environmental sustainability are integral parts of the product development processes established by the Company. These processes are built on advanced IT platforms which enable the Company's state-of-the-art Research & Technology Centre in Mumbai to screen and prevent the entry of potentially hazardous raw materials right at the development stage.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of Operations	Whether the conditions of environmental approval/clearance are being complied with? (Yes/No)
			If no, the reasons thereof and corrective action taken, if any.
			Not Applicable

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Environment Impact Assessment Notification, 2006 (EIA) mandates the Company to undertake study for establishment or expansion of an integrated paint manufacturing plant or synthetic organic chemicals manufacturing plant. Details of EIA study undertaken during the year is provided below:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Weblink
Environment Impact Assessment (EIA) for Environmental Clearance of proposed expansion of existing paints and water-based polymers manufacturing industry in a notified industrial area at SIPCOT Industrial Park, Ponder Village, Sriperumbudur Taluka, Kancheepuram District, Tamil Nadu	S.O.1533 Environment Impact Assessment Notification 2006	July 2023	Yes	No	

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Yes/No). If not, provide details of all such non-compliances:

S. No.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
				Not Applicable

Leadership Indicators

- Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):** As per recent assessment report released by Central Ground Water Authority (CGWA) in December, 2022, none of the Company's plant is located in the water stress area. Thus, the disclosure is not applicable.

For each facility/plant located in areas of water stress, provide the following information:

- Name of the area:** Not applicable
- Nature of operations:** Not applicable
- Water withdrawal, consumption and discharge in the following format:** Not Applicable

2. Details of total Scope 3 emissions & its intensity:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	33.2 Lakhs	32.8 Lakhs
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO ₂ equivalent/ ₹ Crore	107.6	108.9

Notes:

- "Scope 3 Category 8 - Leased Assets" has been accounted in Scope 1 and Scope 2 emissions.
- Limited assurance has been carried out for absolute Scope 3 emissions as part of GRI indicators by Price Waterhouse Chartered Accountants LLP.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable. The Company operates from sites which are located in industrial areas and are not close to ecologically sensitive areas. However, biodiversity initiatives are being undertaken, details of which can be referred to in the Sustainable Operations section forming part of this Integrated Annual Report on page no. 44.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as the outcome of such initiatives:

Sr. No	Initiative undertaken	Details of the initiative (Weblink, if any, may be provided along-with summary)	Outcome of the initiative
1.	Emission reduction through formulations and process innovations.	Please refer Product Stewardship under Sustainable Operations section forming part of this Integrated Annual Report.	Avoidance of 30,413 metric tonnes of CO ₂ e in FY 2023-24.
2.	Use of recycled content in plastic packaging.	Please refer Nature Positive under Sustainable Operations section forming part of this Integrated Annual Report.	10,324 tonnes of recycled content in plastic packaging in FY 2023-24.
3.	Water replenishment and conservation outside factory premises.	Please refer Water Neutrality under Sustainable Operations section forming part of this Integrated Annual Report.	In FY 2023-24, we replenished 387% of the total fresh water that we use in our manufacturing sites.
4.	Multi-modal outbound logistics – Sea & multi-modal.	Please refer Climate Change under Sustainable Operations section forming part of this Integrated Annual Report.	Reduction of more than 5,500 tCO ₂ e in FY 2023-24.

Note: For more Company and plant-specific initiatives, please refer to the Sustainable Operation of Integrated Annual Report on page no. 44 onwards.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/weblink.

The Company has a standardised disaster management and business continuity plan in place which ensures resilient business operations and utmost safety of employees and the Company's assets. The business continuity plans are integrated in our Enterprise Risk Management program and guides our response to disruptions of our operations. This covers various scenarios as a part of risk management processes and provides for risk mitigation and management in case of uncertainties.

Business Responsibility & Sustainability Report (Contd.)

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard ?

The Company has in place sustainability targets which serve as a tool to mitigate and tackle the issues that arise from our value chain partners. For details of our mitigation plans, refer the Manufacturing and Innovations section and Managing Risks under Governance section forming part of this Integrated Annual Report.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts:

Under the supplier engagement program Samaveta we have assessed maturity and impact of 77% of raw material and packaging material suppliers by value based on their response to Self Declaration Forms.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.

The Company is affiliated with 9 (nine) trade and industry chambers/associations.

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1.	The Confederation of Indian Industry (CII)	National
2.	The Federation of Indian Chambers of Commerce & Industry (FICCI)	National
3.	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
4.	The Indian Paint Association (IPA)	National
5.	The Society of Indian Defence Manufacturers (SIDM)	National
6.	The Public Affairs Forum of India (PAFI)	National
7.	The Advertising Standard Council of India (ASCI)	National
8.	The Indian Society of Advertisers (ISA)	National
9.	The Media Research Users Council India (MRUC India)	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
-	-	-

Note: The Competition Commission of India (CCI) had passed a prima facie Order dated 14th January, 2020 directing the Director General (DG) to conduct an investigation against the Company under the provisions of the Competition Act, 2002. The DG submitted a detailed report to the CCI. Based on the findings of the DG's report and after hearing both the parties, the CCI passed a favourable Order on 8th September, 2022 dismissing the allegations relating to abuse of dominance and anti-competitive agreements made by the competitor. The competitor has now filed an appeal against CCI's Order before the National Company Law Appellate Tribunal. The said appeal is pending for hearing.

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No	Public Policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of review by Board (Annually/Half yearly/Quarterly/ Others – please specify)	Weblink, if available
1	Plastic waste management through Extended Producer Responsibility and environmental clearance issues.				
2	Engagement with Government on 'Ease of Doing Business' initiatives on harmonizing State and Central laws and compliances.				
3	Consensus building on integration of state approvals in National Single Window System to simplify the process of applying for regulatory approvals and compliances for the investor.				
4	Engaged with department of Consumer affairs on changes in the Legal Metrology Act, 2009, and Legal Metrology (Packaged Commodity) Rules, 2011 on decriminalizing of various offences.	The Company represents itself in key business associations and/or directly at the government forums in a responsible and transparent manner. The issues taken up are generally related to ease of doing business and only authorised representatives of the Company can interact with these institutions.	No, the information is generally not available in the public domain. These representations are directly made via mail or letters, either directly or through the industry chamber/ associations.	Advocacy policy is reviewed once in 3 years.	https://www.asianpaints.com/AdvocacyPolicy.html
5	Provided inputs for amending standards for paints proposed by the Bureau of Indian Standards.				
6	Recommendations gives on sustainable and inclusive growth of manufacturing sector in India.				
7	Provided inputs for making manufacturing more competitive in India.				
8	Recommendation given on the SEBI's consultation paper on various amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Strengthening corporate governance, strengthening compliance, reviews of disclosure requirements for material events or information.				
9.	Recommendation given on the SEBI's consultation paper on providing flexibility in provisions relating to "Trading plans" under the SEBI (Prohibition of Insider Trading) Regulations, 2015.				

Business Responsibility & Sustainability Report (Contd.)

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:** Not Applicable

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:** Not Applicable

- Describe the mechanisms to receive and redress grievances of the community.**

The Company works closely with the community in the identified areas for carrying out the Corporate Social Responsibility initiatives. Within the area of work, the employees of the Company work with the communities to understand the impact of the projects on the intended beneficiaries. These interactions provide the people with ample opportunities to gauge and address community concerns. Based on these interactions, the Company has not encountered any specific grievances from the community at present.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/small producers	28.3%	25.7%
Directly from within India	81.1%	82.2%

Notes:

- Figures for FY 2022-23 have been updated in line with 'Input Material' defined under BRSR core.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

- Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost:**

Location	FY 2023-24	FY 2022-23
Rural	23.0%	22.5%
Semi-urban	6.0%	5.6%
Urban	20.0%	21.2%
Metropolitan	51.0%	50.7%

Notes:

- Places categorised as per RBI Classification System - rural/semi-urban/urban/metropolitan.
- Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

Leadership Indicators

- Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):** Not Applicable

- Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No.	State	Aspirational District	Amount spent (In ₹ Crores)
1	Gujarat	Narmada	1.7

- a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)**

The Company prefers suppliers in local community for sourcing of input material, barring speciality chemicals which are procured from buyers who may not be available in local vicinity.

b) From which marginalized/vulnerable groups do you procure?

Refer point 4 of principle 8 above

c) What percentage of total procurement (by value) does it constitute?

Refer point 4 of principle 8 above

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
-	-	-	-	-

The Company owns various Intellectual Property based on traditional knowledge. However, no benefit is derived or shared with any party.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:

Not Applicable

6. Details of beneficiaries of CSR Projects:

S.No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Health & Hygiene	3,53,000+	46
2	Colour Academy	6,80,000+	Colour Academies work on imparting skill education and enhancing productivity of the people in paint application (plumbing) carpenter training, etc.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company treats customer complaints with utmost priority and believes that it needs to be agile, transparent, and solution-oriented to resolve them efficiently and satisfactorily. The Company ensures to keep the customer informed throughout the entire process of complaint resolution via multiple points of communication i.e. through SMS/E-mail/ Whatsapp and focus on resolving retail customer complaints within five working days, which includes calling the customer within four hours, connecting with the customer within two days, and providing the final resolution to the customer. These timelines are relevant to our decorative category's customer/applicator/trade expectations. The link containing channels of communication can be accessed at: <https://www.asianpaints.com/contact-us.html>.

2. Turnover of products and/services as a percentage of turnover from all products/services that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100
Safe and responsible usage	100
Recycling and/or safe disposal	100

Business Responsibility & Sustainability Report (Contd.)

3. Number of consumer complaints in respect of the following:

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy			Nil			
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls		Nil
Forced recalls		

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a weblink of the policy:

Yes, the Company has a policy on cyber security and risk related to data privacy, which is available on its website at <https://www.asianpaints.com/CodesandPolicies.html>.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services:

Not Applicable

7. Provide the following information relating to data breaches:

- Number of instances of data breaches: Nil
- Percentage of data breaches involving personally identifiable information of customers: Nil
- Impact, if any, of the data breaches: Not applicable

Note: Reasonable assurance has been carried out by Price Waterhouse Chartered Accountants LLP on the above indicator.

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed -(provide weblink, if available).

The platforms used for the information are the Company's website, Integrated Annual Report, social media platforms and media advertisement/publications. Information relating to all the products and services provided by the Company are available on the Company's website at <https://www.asianpaints.com/>.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company publishes artwork and shade card for all the products detailing relevant content which also includes instructions for safe usage to be referred while using our products. The same is also available on the Company's website. During the meetings with the painters and contractors, they are made aware about safe usage of products.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity, or the entity as a whole? (Yes/No)

Yes, the Company ensures that all the information as required to be displayed on the product labels as per the applicable rules and regulations are properly displayed. Further, product information is available in the Product Information Sheet that is shared with the dealers of the Company and hosted on the website of the Company.

The Company regards customer delight as the final testimony to its success in the market and it carries out annual customer experience surveys for all its products and services and measures customer satisfaction with the Net Promoter Score (NPS). The NPS method measures the percentage of customers who would promote the products and services to other customers and covers most of the customer interaction points, including retail experiences, project sites, bath fittings, beautiful home painting services etc. Company has Customer Centricity department which carries out regular consumer survey/consumer satisfaction trend analysis.