

Board's Report

Dear Members, the Board of Directors are pleased to present the 80th Integrated Annual Report of Asian Paints Limited ("the Company") together with the audited financial statements for the financial year ended 31st March 2026.

Financial Results and State of Company Affairs

The Company's financial performance (standalone and consolidated) for the financial year ended 31st March 2026 is summarised below:

Particulars	(₹ in Crores)					
	Standalone			Consolidated		
	2025-26	2024-25 ²	Growth (%)	2025-26	2024-25	Growth (%)
Revenue from operations	30,769.48	29,552.65	4.10	35,583.54	33,905.62	4.95
Earnings before Interest, Taxes, Depreciation, and Amortisation	7,113.13	6,326.85	12.40	7,419.72	6,578.82	12.78
Less: Finance Costs	127.35	143.77		195.41	227.02	
Less: Depreciation and Amortisation Expense	1,085.65	901.85		1,228.85	1,026.34	
Profit before share of profit in associates, exceptional items and tax	5,900.13	5,281.23	11.70	5,995.46	5,325.46	12.58
Share of profit in associates	-	-		165.59	140.71	
Profit before exceptional items and tax	5,900.13	5,281.23	11.70	6,161.05	5,466.17	12.71
Exceptional Items ^{3 & 4}	166.53	379.63		157.61	363.10	
Profit before Tax	5,733.60	4,901.60	17.00	6,003.44	5,103.07	17.64
Less: Tax Expense	1,489.43	1,313.53		1,608.75	1,393.36	
Profit for the period	4,244.17	3,588.07	18.30	4,394.69	3,709.71	18.46
Other Comprehensive Income (net of tax)	(45.92)	233.50		(27.36)	114.56	
Total Comprehensive Income	4,198.25	3,821.57	9.90	4,367.33	3,824.27	14.20
Attributable to:						
Shareholders of the Company	4,198.25	3,821.57	9.90	4,291.52	3,820.48	12.33
Non-Controlling Interest	-	-		75.81	3.79	
Opening balance in Retained Earnings¹	14,309.56	13,829.85		14,574.95	14,018.63	
Profit to shareholders of the Company and Remeasurement of the defined benefit plans for the period	4,226.82	3,588.42		4,306.49	3,665.03	
Amount available for Appropriation¹	18,536.38	17,418.27		18,881.44	17,683.66	
Less: Dividend	2,402.87	3,107.91		2,402.87	3,107.91	
Less: ESOP exercised during the year	-	0.80		-	0.80	
Add: Effects of stake acquired from non-controlling interest	-	-		188.00	-	
Add: Transfer to Retained Earnings from Equity instruments through OCI on sale of equity shares of Akzo Nobel India Limited	396.24	-		396.24	-	
Closing balance in Retained Earnings¹	16,529.75	14,309.56		17,062.81	14,574.95	

- Includes re-measurement of defined benefit plans.
- Figures for the financial year 2024-25 have been restated to give impact of amalgamation of Asian Paints (Polymers) Private Limited, a wholly owned subsidiary of the Company, with the Company, with effect from 31st March 2026. There is no material impact on the financials.
- For Standalone financial results, exceptional items for the financial year 2025-26 consists of impairment loss towards investment in Obgenix Software Private Limited (popularly known by the brand name "White Teak"), a wholly owned subsidiary of the Company, of ₹ 105.37 crores and impact of new labour code of ₹ 60.59 crores. Exceptional items for the financial year 2024-25 consists of impairment loss towards investment in White Teak and Weatherseal Fenestration Private Limited ("Weatherseal"), a subsidiary of the Company, of ₹ 188.88 crores and ₹ 12.96 crores, respectively and fair valuation loss towards derivative contract for future stake purchase in White Teak and Weatherseal of ₹ 167.76 crores and ₹ 10.03 crores, respectively.
- For Consolidated financial results, exceptional items for the financial year 2025-26 consists of impairment loss towards Intangibles pertaining to White Teak of ₹ 93.87 crores and impact of new labour code of ₹ 63.74 crores. Exceptional items for the financial year 2024-25 consists of Exchange loss on devaluation of Ethiopian Currency of ₹ 56.14 crores, impairment loss towards 'goodwill on consolidation' and 'intangibles' in Causeway Paints Lanka (Pvt) Ltd, a step-down subsidiary of the Company, and White Teak of ₹ 21.47 crores and ₹ 201.78 crores, respectively and loss of ₹ 83.71 crores on divestment of stake in PT Asian Paints Indonesia and PT Asian Paints Color Indonesia by Asian Paints International Private Limited, Singapore, a wholly owned subsidiary of the Company.

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

Confirmations:

- There were no revisions to the financial statements and the Board's Report of the Company during the year; and
- There have been no material changes and commitments that affect the financial position of the Company which have occurred between the end of the financial year 2025-26 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 has long-term borrowings of ₹ 805.42 crores as on 31st March 2026, arising pursuant to the amalgamation of Asian Paints (Polymers) Private Limited, a wholly owned subsidiary of the Company, with the Company. In addition, the Company has availed short-term facilities, both fund and non-fund based, for managing working capital requirements and other business purposes, including cash credit facilities, bank guarantees and letters of credit.

The Company continues to maintain a strong financial position, with sufficient cash balances and robust operating cash flows, which are adequate to meet its strategic and operational requirements as well as its debt servicing obligations, in the normal course of business.

Cash and cash equivalents and other balances with Banks (excluding earmarked balances), current/non-current term deposits as disclosed in other financial assets, investments in debentures or bonds (including interest accrued on the same) and mutual funds on a standalone basis as on 31st March 2026, stood at ₹ 9,014.60 crores as against ₹ 4,533.55 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, the Company, on a standalone basis, spent ₹ 1,177.99 crores towards capital expenditure against

₹ 1,467.19 crores in the previous financial year.

This mainly comprises of spends for capacity expansion for paint business, regular capital expenditure at various plant locations and other Company offices/warehouses, technological advancements, safety and ESG expenditure, backward integration projects, and general maintenance.

Proposed paint plant in the state of Madhya Pradesh

The Company had announced its proposal to set up a water-based paint manufacturing facility in the State of Madhya Pradesh with a proposed capacity of 4 lakh KL per annum and an estimated investment of ~₹ 2,000 crores.

The operations at the proposed facility would commence within three years from the date of receipt of Environmental Clearance for setting up of the manufacturing facility by the Company.

Setting up of second paint manufacturing facility in United Arab Emirates

During the year, Berger Paints Emirates Ltd Co (L.L.C), UAE, a step-down subsidiary of Asian Paints International Private Limited, Singapore, a wholly owned subsidiary of the Company, initiated the process for setting up its second paint manufacturing facility in the United Arab Emirates with an estimated investment of AED 140 million (~₹ 340 crores) with an initial capacity of 55,800 KL per annum. The proposed facility is planned within the Khalifa Economic Zones Abu Dhabi, Abu Dhabi, UAE.

Transfer to Reserves

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

Dividend

The Board of Directors have recommended the final dividend of ₹ 23 (2300%) per equity share of face value of ₹ 1 each fully paid-up for the financial year 2025-26, subject to the approval of the shareholders of the Company at the ensuing 80th Annual General Meeting ("AGM"). The record date for determining entitlement to the final dividend is 23rd June 2026. If approved, the final dividend will be paid on or after 13th July 2026.

During the year, the Company declared and paid an interim dividend of ₹ 4.50 (450%) per equity share on and after 27th November 2025.

Accordingly, the total dividend for the financial year 2025-26, including the proposed final dividend, aggregates to ₹ 27.50 per equity share and would entail a total cash outflow of ₹ 2,637.81 crores. The dividend payout ratio continues to

be at 60% of the standalone profit after tax, for both the financial years 2024-25 and 2025-26. Dividends are taxable in the hands of the shareholders and are paid after deduction of tax at source ("TDS"), as applicable, in accordance with the Income Tax Act, 2025.

Details of the dividend paid by the Company during the financial year 2025-26 are stated below:

(₹ in Crores)			
Particulars	Gross amount of dividend	TDS amount	Net amount of dividend
Final Dividend FY 2024-25	1,971.21	185.70	1,785.51
Interim Dividend FY 2025-26	431.66	40.94	390.72
Total	2,402.87	226.64	2,176.23

The aforesaid dividends are being paid by the Company from its profits for the respective financial years.

The dividends paid and recommended by the Board of Directors for the financial year 2025-26 are in accordance with the Dividend Distribution Policy of the Company as per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), which is available on the Company's website at <https://www.asianpaints.com/DDPolicy.html>.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as per Regulation 34 read with Schedule V of the Listing Regulations, forms an integral part of this Integrated Annual Report. The Management Discussion and Analysis Report provides, *inter alia*, an overview of the macro-economic landscape, business performance, risk management, supply chain, internal control system, and the outlook for the period ahead.

Asian Paints Group

As on 31st March 2026, the Company has twenty-four subsidiary companies (Nineteen international subsidiary companies), and two joint venture companies. There was no change in the nature of the business of the subsidiary and joint venture companies during the year.

International Business

Outside India, the Company has operations in 13 countries across four regions of the world – Asia (Bangladesh,

Nepal, and Sri Lanka), 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 subsidiaries/joint ventures is provided as part of the notes to Consolidated Financial Statements ("CFS"). The financial performance of the Company's select entities for the financial year 2025-26 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 the holding company for overseas operations except Asian Paints (Nepal) Private Limited, Nepal and Asian White Cement Holding Limited, UAE. APIPL's principal activity is investment holding and management.

On a consolidated basis, revenue of APIPL for the financial year 2025-26 was ₹ 2,945.63 crores with a net profit of ₹ 129.38 crores.

ii. Asian Paints (Nepal) Private Limited

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

Revenue of AP Nepal for the financial year 2025-26 was ₹ 394.12 crores with a net profit of ₹ 57.62 crores.

iii. Asian White Cement Holding Limited

Asian White Cement Holding Limited ("AWCHL"), UAE, is a subsidiary of the Company. AWCHL operates through its wholly owned subsidiary company, Asian White Inc. FZE ("AWI"), in Fujairah Free Zone, UAE, and carries out the business of manufacturing and exporting white cement and white cement clinkers.

During the year, AWI has commenced commercial production at its manufacturing facility in Fujairah Free Zone, UAE.

The revenue of AWCHL for the financial year 2025-26 was ₹ 32.59 crores with a net loss of ₹ 43.33 crores.

iv. Obgenix Software Private Limited

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

Revenue of White Teak for the financial year 2025-26 was ₹ 99.24 crores with a net loss of ₹ 55.59 crores.

v. Weatherseal Fenestration Private Limited

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

Revenue of Weatherseal for the financial year 2025-26 was ₹ 74.74 crores with a net loss of ₹ 23.24 crores.

vi. Harind Chemicals and Pharmaceuticals Private Limited

Harind Chemicals and Pharmaceuticals Private Limited ("Harind") is a subsidiary of the Company and is engaged in the business of nanotechnology-based research, manufacturing, and sale of a range of additives and specialised coatings.

Revenue of Harind for the financial year 2025-26 was ₹ 46.45 crores with a net profit of ₹ 11.32 crores.

vii. Asian Paints PPG Private Limited

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

Revenue of APPPG for the financial year 2025-26 was ₹ 1,333.90 crores with a net profit of ₹ 78.29 crores.

viii. PPG Asian Paints Private Limited

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

On a consolidated basis, the revenue of PPGAP for the financial year 2025-26 was ₹ 2,468.24 crores with a net profit of ₹ 331.18 crores.

During the year, PPGAP paid final dividend of ₹ 42.78 crores for the financial year 2024-25 and interim dividend of ₹ 72.72 crores for the financial year 2025-26 to the Company.

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

Key Developments within the Group

i. Scheme of Amalgamation of Asian Paints (Polymers) Private Limited with the Company

Asian Paints (Polymers) Private Limited ("APPPL"), a wholly owned subsidiary of the Company, was incorporated for the purpose of setting up an in-house manufacturing facility for manufacture of Vinyl Acetate Ethylene Emulsion ("VAE") and Vinyl Acetate Monomer ("VAM") in Dahej, Gujarat. The in-house manufacturing is expected to enhance cost efficiencies and reduce dependence on imports.

The Board of Directors at their meeting held on 29th July 2025 approved the Scheme of Amalgamation of APPPL, a wholly owned subsidiary of the Company, with the Company ("the Scheme") with effect from the appointed date of 1st April 2025, subject to necessary statutory and regulatory approvals.

The Mumbai Bench of the Hon'ble National Company Law Tribunal vide its Order dated 10th March 2026 sanctioned the Scheme. Pursuant to necessary filings with the Registrar of Companies, Maharashtra at Mumbai, the Scheme became effective from 31st March 2026, and all the equity shares issued by APPPL stand cancelled and extinguished.

ii. Acquisition of remaining stake in Obgenix Software Private Limited

On 27th June 2025, the Company acquired the remaining stake of 40% 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 ₹ 188 crores.

The Company now holds 100% of the equity share capital of White Teak. Consequently, it has become a wholly owned subsidiary of the Company with effect from the said date.

iii. Dilution of stake in Asian White Cement Holding Limited

Asian White Cement Holding Limited ("AWCHL"), UAE, a subsidiary of the Company, has in accordance with the Joint Venture Agreement issued and allotted 12,08,891 equity shares, representing 16.66% of the pre-issue paid-up share capital of AWCHL, as sweat equity to one of its other shareholders, on a non-cash basis.

Consequently, the Company's shareholding in AWCHL now stands at 60% from its earlier stake of 70%.

iv. Scheme of Amalgamation of Nova Surface-Care Centre Private Limited with Harind Chemicals and Pharmaceuticals Private Limited

During the year, the Board of Directors of Harind Chemicals and Pharmaceuticals Private Limited ("Harind"), a subsidiary of the Company and Nova Surface-Care Centre Private Limited ("Nova"), a wholly owned subsidiary of Harind, at their respective meetings held on 24th March 2026, approved the Scheme of Amalgamation of Nova with Harind, subject to necessary statutory and regulatory approvals.

Consolidated Financial Statements

The Consolidated Financial 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 2025-26, together with the Auditor's Report forms part of this Integrated Annual Report.

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.

Renewal of Joint Venture Agreement with PPG Group, USA

The Company had entered into joint venture agreements with PPG Group, USA, for formation of 50:50 joint venture companies, PPG Asian Paints Private Limited ("PPGAP") and Asian Paints PPG Private Limited ("APPPG") ("Original JV Agreements").

During the year, the Company and the PPG Group executed Supplementary Joint Venture Agreements to the Original JV Agreements, *inter alia*, extending the partnership for a further period of 15 years. This renewal would enable PPGAP and APPPG to continue to serve the country's industrial, protective, marine, packaging, automotive and powder coatings customers with industry-leading solutions.

The changes made vide Supplementary Joint Venture Agreements are not material in nature, nor do they impact the management and control of the PPGAP and APPPG.

Directors and Key Managerial Personnel

Board of Directors

As on 31st March 2026, the Board of Directors comprised of twelve Directors, six of which are Independent Directors (including a woman Independent Director), five Non-Executive Directors (including two women Non-Executive Directors) [Promoter(s) & Promoter(s) Group], and a Managing Director & CEO.

During the year, there were no changes in the Directors of the Company, except for Mr. Ashish Choksi, who was appointed as a Non-Executive Director of the Company with effect from 1st April 2025.

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

During the year, none of the Directors of the Company were appointed as Directors on the Board of the subsidiary companies.

Change in Directorate

i. Appointment of Mr. Sudhir Sitapati as an Additional and Independent Director of the Company

The Board of Directors of the Company, at their meeting held on 29th May 2026, in accordance with Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Act and the

Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee, have approved the appointment of Mr. Sudhir Sitapati (DIN: 09197063) as an Additional and Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29th May 2026 up to 28th May 2031, subject to the approval of the shareholders of the Company at the ensuing 80th AGM.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Sudhir Sitapati is a person of integrity and brings with him substantial leadership experience in the consumer products sector, including in strategy, business transformation and brand-led growth, which will add tremendous value to the Board in exercising his role effectively. His experience, *inter alia*, in leading large consumer businesses would provide valuable perspective to the Board and the Company.

The Company has received from Mr. Sudhir Sitapati the requisite declarations and confirmations under the provisions of the Act and the SEBI Regulations, including confirmation with respect to his eligibility and independence, for the purpose of his appointment as an Independent Director of the Company. Mr. Sudhir Sitapati is exempt from the requirement of undertaking the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs ("IICA").

ii. Re-appointment of Mr. Milind Sarwate as an Independent Director of the Company

The shareholders of the Company had appointed Mr. Milind Sarwate (DIN: 00109854) as an Independent Director to hold office for a term of five consecutive years up to 20th October 2026.

Based on the outcome of performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 29th May 2026, have approved the re-appointment of Mr. Milind Sarwate as an Independent Director for a second term of five consecutive years up to 20th October 2031, in accordance with Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Listing Regulations, subject to the approval of the shareholders of the Company at the ensuing 80th AGM.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering Mr. Milind Sarwate's preparedness, participation, experience, contribution to the Board and Committee deliberations and the skill and expertise he brings to the Board, the re-appointment of Mr. Milind Sarwate would be in the interest of the Company and its shareholders.

The Company has received from Mr. Milind Sarwate the requisite declarations and confirmations under the provisions of the Act and the SEBI Regulations, including confirmation with respect to his eligibility and independence, for the purpose of his re-appointment as an Independent Director of the Company. Mr. Milind Sarwate is exempt from the requirement of undertaking the online proficiency self-assessment test conducted by IICA.

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. Manish Choksi (DIN: 00026496) and Ms. Amrita Vakil (DIN: 00170725), Non-Executive Directors of the Company, are liable to retire by rotation at the ensuing 80th AGM and being eligible have offered themselves for re-appointment.

Based on the outcome of performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 29th May 2026, have recommended their re-appointment as a Director of the Company, liable to retire by rotation, subject to the approval of the shareholders of the Company at the ensuing 80th AGM.

The resolutions for the re-appointment of Mr. Manish Choksi and Ms. Amrita Vakil are being placed for the approval of the shareholders of the Company at the ensuing 80th AGM.

The required information 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"), including the brief profile for all the aforementioned directors proposed to be appointed/re-appointed have been disclosed in the Annexure to the Notice of the 80th AGM.

Key Managerial Personnel

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

During the year, there were no changes in the KMP.

Directors' Responsibility Statement

Pursuant to Section 134 of the Act, the Directors state that:

- a. in the preparation of the annual accounts for the financial year ended 31st March 2026, 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 2026 and of the profits of the Company for the financial year ended 31st March 2026;
- 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 are in place and that such systems are adequate and operating effectively.

This statement has also been reviewed by the Audit Committee.

Declaration from Directors

None of the Directors 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 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.

Further, none of the Directors of the Company are required to vacate office as a Director of the Company under Section 167 of the Act.

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.

The Board of Directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, the Independent Directors of the Company are persons of integrity, possess requisite expertise, experience and relevant proficiency.

Further, an independent and reputed firm of Practicing Company Secretaries has confirmed that:

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

All Board members and the Senior Management Personnel have affirmed compliance with Code of Conduct for the financial year 2025-26.

Number of Meetings of the Board

During the year, seven 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

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 one hundred and twenty days, as prescribed by the Act and the Listing Regulations.

Familiarisation Programme for Independent Directors

The Company conducts familiarisation sessions for all the members of the Board including the Independent Directors at the time of appointment and on an ongoing basis to provide them an update on business, strategy, operations, and governance.

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 on 31st March 2026, the Board has six Committees: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders Relationship Committee, and Investment Committee.

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.

During the year, all recommendations of the Committees were approved by the Board.

The Committee composition, terms of reference, meeting details and attendance are given in the Report of Corporate Governance forming part of this Integrated Annual Report.

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 Statutory Auditors of the Company at the 75th AGM, to hold office till the conclusion of the ensuing 80th AGM for the financial year 2025-26. The second term of DHS as the Statutory Auditors of the Company expires at the conclusion of the ensuing 80th AGM.

Pursuant to the provisions of the Sections 139, 142 and other applicable provisions, if any of the Act and Rules issued thereunder, and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 26th March 2026, have approved and recommended to the shareholders at the ensuing 80th AGM of the Company, the appointment of S R B C & Co. LLP ("SRBC"), Chartered Accountants (Firm's Registration No.: 324982E/E300003), as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the ensuing 80th AGM till the conclusion of 85th AGM of the Company.

The Company has received written consent and certificate of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Act and Rules issued thereunder, from SRBC. They have confirmed to hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the Listing Regulations.

DHS has issued an unmodified opinion on the financial statements prepared as per the provisions of the Act and Rules issued thereunder for the financial year 2025-26 and the Statutory Auditor's Report forms part of this Integrated Annual Report. It is also confirmed that DHS has issued unmodified opinion on the quarterly and annual financial results of the Company for the financial year 2025-26 submitted to the Stock Exchanges, as per the requirements of the Listing Regulations.

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

Secretarial Auditor

Dr. K. R. Chandratre, Practicing Company Secretary (FCS No.: 1370; CP No.: 5144 & Peer Review Certificate No.: 7703/2026), was re-appointed as the Secretarial Auditor of the Company at the 79th AGM, for a term of five consecutive years from financial year 2025-26 to financial year 2029-30.

The details of the reports and certificate received from Dr. K. R. Chandratre, *inter alia*, for the financial year 2025-26, are as under:

- Secretarial Audit Report 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;
- Secretarial Compliance Report in relation to compliance with all applicable SEBI Regulations/Circulars/Guidelines

issued thereunder, and Secretarial Standards issued by the 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 a good disclosure practice; and

- c. Auditor's Certificate on Corporate Governance is annexed to the Report on Corporate Governance forming part of this Integrated Annual Report as required by Schedule V of the Listing Regulations.

The Secretarial Audit Report and Secretarial Compliance Report for the financial year 2025-26, does not contain any qualification, reservation, adverse remark or disclaimer.

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

Cost Auditors

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, Cost Accountants (Firm's Registration No.: 000240), the Cost Auditors, are in the process of carrying out the cost audit for applicable products for the financial year 2025-26.

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

The Board of Directors, 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 2026-27 at a remuneration of ₹ 10,50,000 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 2026-27 and have confirmed that they are not disqualified from being appointed.

The 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 2027, is being placed for the approval of the shareholders of the Company at the ensuing 80th AGM.

The Cost Audit Report for the financial year 2024-25 does not contain any qualification, reservation, adverse remark or disclaimer. The Cost Audit Report for the financial year 2025-26 will be submitted to the Central Government within the prescribed timelines.

Policy

The Company has adopted a Policy on engagement of Auditors of the Company covering the Statutory Auditors,

Secretarial Auditor, and Cost Auditors, which includes guidance on establishing proper procedures for determining, *inter alia*, qualification, eligibility, and procedure for appointment/re-appointment/removal of the Auditors that confirm with the extant norms under the applicable laws and regulations. The Policy is available on the Company's website at <https://www.asianpaints.com/AuditorsEngagementPolicy.html>.

Internal Auditors

The Company has a strong and independent Internal Audit function comprising a multidisciplinary team of Chartered Accountants, Certified Internal Auditors, Certified Fraud Examiners, Engineers, and data experts. The function is further strengthened through collaboration with specialised external firms with expertise in information technology, technical review, field audits, forensics, fraud risk assessment, and other niche areas.

A risk-based Internal Audit plan is formulated and approved by the Audit Committee and is subject to periodic review. Audit engagements are conducted using a structured risk-based approach, encompassing evaluation of internal financial controls, governance frameworks, compliance with management policies, system-driven controls, adherence to applicable statutory requirements and identify opportunities to improve efficiency and effectiveness of the processes.

The Chief Internal Auditor ("CIA") reports functionally to the Audit Committee and administratively to the Managing Director & CEO, ensuring independence and objectivity. The CIA is a permanent invitee to the meetings of the Risk Management Committee and attends all meetings of the Audit Committee. During the year, the Audit Committee held reviews to assess adequacy of Internal Audit function including talent, experience and technology usage.

The Internal Audit function leverages cutting edge technological tools including artificial intelligence and data analytics for audit execution, exception monitoring, fraud risk identification, external validation, and managing audits. The CIA periodically presents key audit observations relating to financial, operational, safety, compliance, information security, and other critical risks to the Audit Committee, along with root cause, corrective and preventive action plans for plugging the risks identified.

The Company has instituted a comprehensive Internal Audit Charter to enhance the governance mechanism, define the scope, authority, and responsibilities of the Internal Audit function, including the reporting framework of the CIA. An abridged version of the Internal Audit Charter is available

on the Company's website at <https://www.asianpaints.com/AbridgedIACCharter.html>.

Reporting of Frauds by Auditors

None of the Auditors of the Company have 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; and
- 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. None of the transactions are prejudicial to the interest of the Company.

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.

Further, the Audit Committee seeks advice from external consultants and experts on determining, as and when required, whether a particular transaction which is being considered by the Audit Committee would be regarded on an arm's length basis or otherwise.

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, as required. 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 meeting during the discussions 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

During the year, the Board of Directors, based on recommendation of the Audit Committee, approved and took note of the revision to the Policy on dealing with and materiality of Related Party Transactions and framework for transactions with related parties of the Company to incorporate the following:

- Changes pursuant to the amendments in the Listing Regulations and Industry Standards on minimum information to be provided for review of the Audit Committee and shareholders for approval of related party transactions;
- Addition/Deletion/Modification to the list of nature of transactions forming part of the framework for determination of arm's length price for transactions with related parties; and
- Other cosmetic changes, as may be necessary.

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

Review

All transactions with related parties were reviewed and approved, as required 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 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 implemented a comprehensive internal control framework that is aligned with the nature, scale, complexity and geographic footprint of its operations. These controls are consistently applied across all functions, processes, and business units. The framework, comprising well-defined policies, procedures, and technology systems, is designed to ensure efficient operations, safeguard assets, optimise resource utilisation, enhance the reliability of financial reporting, and ensure adherence to applicable laws and regulations. Ethical conduct and a strong control culture are the key pillars of this internal control framework.

Recognising the evolving business environment and increasing operational complexity, the Company periodically reviews and upgrades its internal control systems. The Company has enhanced its internal control maturity with continuous move from manual detective controls to automated preventive controls. The Audit Committee plays an active role in evaluating the adequacy and effectiveness of these controls and provides strategic guidance for continuous improvement. Appropriate actions are implemented in a timely manner to further strengthen the control environment.

Internal Financial Controls related to Financial Statements

The Company has established a robust system of Internal Financial Controls over financial reporting to ensure that transactions are duly authorised, accurately recorded, and timely reported. This framework provides reasonable assurance regarding the accuracy and integrity of the financial statements.

Detailed standard operating procedures, policies, manuals, and process guidelines have been institutionalised to clearly define roles, responsibilities, and control mechanisms. Functional heads are responsible for ensuring compliance with applicable laws, regulations, and internal policies.

The Company effectively leverages its ERP platform, SAP RISE, for transaction processing and financial reporting. This system, supported by integrated IT solutions, provides a strong technological backbone for financial controls. Investments in automation have enabled system-driven accounting and financial reporting processes, resulting in improved accuracy, reduced manual intervention, and faster reporting cycles. Financial statement preparation is increasingly automated, enabling end-to-end, system-based consolidation across the Group.

The Company's Shared Services Centre has accelerated the digital transformation journey, delivering enhanced efficiency, accuracy and control in the transaction processing. Key initiatives include AI-driven invoice processing agents and Intelligent Document Processing, enabling touchless operations and reducing manual intervention, alongside Gen AI-enabled virtual assistant that has improved query resolution and stakeholder experience. The Company has introduced instant employee reimbursements, significantly improving turnaround time, while mobile-enabled platforms have enhanced access to travel and expense services. The Company has also achieved timely vendor payments with near-zero errors, reinforcing operational reliability. Further, digitised workflows, system-driven controls and automated payment validations have strengthened governance and standardisation. The Company continues to invest in advanced technologies to build a scalable, future-ready, and control-focused operating model.

The Company remains vigilant in tracking changes in accounting standards, regulatory requirements, and statutory provisions, and ensures timely updates to systems, processes, and controls to remain compliant. With growing business complexity, appropriate accounting treatments are evaluated for new products, services, and contractual arrangements, and any resulting policy changes along

with their financial implications are reviewed by the Audit Committee after validation with Statutory Auditors. The Company's standalone financial results are subject to quarterly audit by Statutory Auditors. Uniform accounting policies are followed across subsidiaries, with international entities reporting in standardised formats to facilitate consolidation. The financial statements of subsidiaries and joint ventures are audited by their respective auditors prior to consolidation.

The Risk Assessment and Control Matrix across financial reporting processes is periodically reviewed and tested for both design adequacy and operating effectiveness. The outcomes of these assessments are reported to the Audit Committee, and gaps, if any, are addressed through targeted improvements, including increased automation and enhanced data analytics capabilities.

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*, anonymously 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 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;
- ensure timely and consistent organisational response;
- provide access to Ethics Committee comprising of senior officials of the Company and/or in appropriate or exceptional cases to the Chairman of the Audit Committee;

- provide protection against victimisation; 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 a structured compliance management framework supported by a digital compliance platform, which maps applicable legal requirements and enables monitoring through automated alerts and dashboards.

During the year, the platform was upgraded with additional features to strengthen usability, monitoring and governance oversight. Consolidated compliance status, key observations and corrective actions are reviewed by senior management and placed before the Audit Committee and Board of Directors for oversight. In addition, during the year, the statutory compliance team reviewed and refreshed the compliance checklists to reflect regulatory changes and to strengthen completeness and timeliness of compliance tracking.

Along with a compliance management platform, the statutory compliance team also oversees a dedicated license management module, to track validity and renewals of licenses across locations with system driven alerts aligned to statutory timelines and prescribed thresholds. Any instances of delay or overdue compliance are automatically escalated to senior management for corrective action.

In addition, the Company operates a centralised regulatory communication management module administered by the statutory compliance team for handling notices, inspection reports, and correspondence from statutory authorities. The system triggers immediate alerts upon receipt, enables collaborative and version controlled response drafting, monitors statutory response timelines, and provides end-to-end notice lifecycle tracking supported by governance ready dashboards and MIS for senior management and Board review.

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 Key Managerial Personnel and 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 Individual Directors; and (v) play the role of Compensation Committee in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and administer the Asian Paints Employee Stock Option Plan 2021.

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. 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. As the Company does not have any holding company, hence, there does not arise a circumstance of any remuneration or commission received by him from a holding company.

The information required under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the 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 Individual Directors, Committees of the Board, and the Board as a whole.

The detailed process of evaluation, including criteria, 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

The Asian Paints Employee Stock Option Plan 2021 ("2021 Plan") as approved by the shareholders of the Company 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 of the Company and its subsidiaries and to align their medium and long-term compensation with the Company's performance.

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.

During the year, the Company has not granted loan to its employees for purchasing shares of the Company. Voting rights on the shares as may be credited to employees pursuant to exercise of stock options under 2021 Plan are to be exercised by them directly or through their appointed proxy, hence, the disclosure prescribed under Section 67(3) of the Act read with Rules issued thereunder is not applicable.

The details of the stock options granted under the 2021 Plan and the disclosures in compliance with the SEBI SBEB Regulations are set out in Annexure (D) to this Report 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 SEBI SBEB Regulations, and is available on the Company's website at <https://www.asianpaints.com/ESOPplan.html>.

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 ensuing 80th AGM of the Company.

Corporate Social Responsibility

During the financial year 2025-26, the Company spent ₹ 115.14 crores towards Corporate Social Responsibility ("CSR") activities, including set-off of excess CSR spends of ₹ 0.51 crore from the previous years, in accordance with the CSR annual action plan approved by the CSR Committee and the Board. The Company's CSR initiatives are focused on health & hygiene, vocational skills and water stewardship.

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 CSR Annual Report in the prescribed format is set out in Annexure (E) to this Report. Impact assessment disclosures,

where applicable, are included in the CSR annexure and the detailed reports are hosted on the Company's website.

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

Risk Management

The Company views risk as an inherent element of its business landscape and is committed to managing it in a structured, forward-looking, and effective manner. Sustained success depends on the Company's ability to balance risk management with opportunity creation, supported by continuous evaluation of both internal and external risk factors to limit adverse impacts.

A systematic framework underpins the Company's approach to risk management, involving regular identification, assessment, recording, mitigation, and monitoring of risks. Periodic risk assessments are conducted to evaluate potential threats and opportunities that may influence the achievement of strategic and operational objectives.

The Steering Committee proactively identifies emerging risks such as advancements in artificial intelligence, changes in regulatory framework, and shifts in global trade, and undertakes rigorous evaluation to develop both short-term and long-term mitigation strategies for risks with material impact. These actions are embedded within the Company's strategic and business planning processes by the senior management, ensuring that risk considerations are integral to decision-making. Mitigation efforts include preventive controls to reduce likelihood and impact, as well as contingency planning to manage outcomes if risks materialise.

The risk management framework is designed to enable value creation in uncertain environments, reinforce governance standards and ensure resilience. Continuous oversight and periodic reviews ensure that the risk management framework remains dynamic and aligned with evolving business and external conditions.

The Company has formalised its approach through a Risk Management Policy, which provides the risk management structure including guidance on addressing risks and leveraging opportunities. Oversight of risk management rests with the Risk Management Committee, which has been entrusted with responsibility by the Board to review the risk management processes and ensure adequacy of risk management system.

The Company periodically strengthens its risk management practices to keep pace with increasing complexity and

a rapidly evolving environment, with the objective of maintaining risks within the defined appetite. Based on the Board's evaluation, no risks currently threaten the Company's continuity. Key risks and mitigation strategies are disclosed in the Management Discussion and Analysis 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 sixth year of publication of the Integrated Annual Report of the Company in line with the framework published by the International Financial Reporting Standards Foundation ("IFRS").

The Global Reporting Initiative disclosures presented in this Integrated Annual Report have been subject to reasonable/limited assurance. The Assurance Report issued by Deloitte Haskins & Sells 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, like last 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.

During the year, the Company undertook a Double Materiality Assessment ("DMA") to identify and prioritise key ESG matters based on their impact on society and the environment, as well as their potential financial implications for the Company. The assessment involved identifying relevant ESG topics, stakeholder engagement, impact and risk assessment, and validation by management. The outcomes of the DMA shall support informed strategic

decision-making and enhance transparency for investors by highlighting ESG factors relevant to the Company's long-term value creation and risk management.

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) read with Schedule V 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 2026 in Form MGT-7, is available on the Company's website at <https://www.asianpaints.com/AnnualReturnFY2025-26.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 for prevention, prohibition and redressal of sexual harassment at workplace ("POSH Policy") and set up Internal Complaints Committees, as and where required, to redress complaints relating to sexual harassment at workplace. The POSH Policy is available on the Company's website at <https://www.asianpaints.com/POSHPolicy.html>.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates.

Further, the POSH Policy also covers 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.

The complaints of sexual harassment received during the financial year 2025-26 by the Company were investigated in accordance with the POSH Policy and were resolved within the timelines prescribed in the Prevention of Sexual Harassment Act. The details with respect to such complaints and its status thereto, is as under:

Particulars	Number of Complaints
Complaints received during the financial year	3
Complaints disposed off during the financial year	3
Cases pending for more than 90 days	Nil
Complaints pending as at the end of the financial year	Nil

Registrar and Share Transfer Agent

MUFG Intime India Private Limited (formerly Link Intime India Private Limited) is the Registrar and Share Transfer Agent of the Company.

Share Capital

During the financial year 2025-26, there was no change in the authorised, issued, subscribed, and paid-up share capital of the Company, except the following increase in the authorised share capital of the Company in line with and upon the coming into effect of the Scheme of Amalgamation of Asian Paints (Polymers) Private Limited, a wholly owned subsidiary of Company, with the Company, with effect from 31st March 2026:

Class of Shares	Earlier Authorised Capital (No. of Shares)	Face Value (₹)	Total Value (₹)	Revised Authorised Capital (No. of Shares)	Face Value (₹)	Total Value (₹)
Equity Shares	99,50,00,000	1	99,50,00,000	13,99,50,00,000	1	13,99,50,00,000
11% Redeemable Cumulative Preference Shares	50,000	100	50,00,000	50,000	100	50,00,000
Total Authorised Share Capital	-	-	1,00,00,00,000	-	-	14,00,00,00,000

Confirmations:

- a. During the year, 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; and
 - vii. failed to implement any corporate action.
- b. The Company's securities were not suspended for trading during the year; and
- 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

During the year, unclaimed dividend amounting to ₹ 2.13 crores and 93,915 equity shares were transferred by the Company to the Investor Education and Protection Fund ("IEPF"), established by the Government of India, in accordance with the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The details relating to 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 2026 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

During the year, there were no significant and material orders passed by any Regulator or Court or Tribunal impacting the going concern status of the Company or its future operations.

Competition Law matter

The Company is a party to proceedings before the Competition Commission of India and in a separate matter

before the appellate forum in relation to certain allegations under the Competition Act, 2002. The Company continues to cooperate with the authorities and provide necessary information in respect of the investigation which is ongoing and separately continues to strongly defend its position in the appeal which is also an ongoing matter.

Loans and Investments

Particulars of loans, guarantees and investments as per Section 186 of the Act are disclosed in Note no. 35(b) to the standalone financial statements of the Company.

Deposits

During the year, 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 the ICSI on Meetings of the Board of Directors & General Meetings. The Company has voluntarily adopted the Secretarial Standards on Dividend (SS-3) and Report of the Board of Directors (SS-4) issued by the ICSI.

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 required 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

Highlights of key recognitions received during the financial year 2025-26 are given in the Management Discussion and Analysis section forming part of this Integrated Annual Report.

Other Disclosures

During the year:

- a. the Company has complied with the applicable provisions of the Maternity Benefit Act, 1961;
- b. 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 forming part of this Integrated Annual Report;

- c. no application has been made under the Insolvency and Bankruptcy Code, 2016; and
- d. disclosures relating to difference between the amount of the valuation in case of one-time settlement is not applicable.

Appreciation

The Board places on record sincere gratitude to all employees for their commitment and contribution during the year. With such a strong foundation and shared vision, the Board is confident to drive continued success in the years ahead.

The Board conveys its appreciation for its customers, shareholders, suppliers, business partners, bankers, the Government and regulatory authorities for their continued support.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 29th May 2026

Annexure (A-1) to Board's Report

Secretarial Audit Report for the financial year ended 31st March 2026

[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 & 6B, 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 31st March 2026 ('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 31st March 2026 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 Overseas Direct Investment and External Commercial Borrowings. There were no Foreign Direct Investment transactions during the Audit Period;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (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 and the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 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 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 29th July 2025, had approved the Scheme of Amalgamation of Asian Paints (Polymers) Private Limited, ("Transferor Company"), a wholly-owned subsidiary of Asian Paints Limited ("Transferee Company" or "the Company") with the Company ("the Scheme of Amalgamation") in accordance with the provisions of the Companies Act, 2013 and other applicable laws, subject to receipt of necessary statutory and regulatory approvals, including the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"). The appointed date of the Scheme of Amalgamation is 1st April 2025.

The NCLT, vide its Order dated 10th March 2026 ("Order"), sanctioned the Scheme of Amalgamation and it is effective on 31st March, 2026 i.e. the date of filing of the certified copy of the Hon'ble NCLT Order sanctioning the Scheme of Amalgamation, with the Registrar of Companies, Maharashtra, at Mumbai by the Transferor Company and the Company.

Dr. K. R. Chandratre

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

Place: Pune

Date: 29th May 2026

UDIN: F001370H000539151

Peer Review Certificate No.: 7703/2026

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 to the Secretarial Audit Report

To:
The Members,
Asian Paints Limited,
6A & 6B, 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: 29th May 2026
UDIN: F001370H000539151
Peer Review Certificate No.: 7703/2026

Annexure (A-2) to Board's Report

Secretarial Compliance Report of Asian Paints Limited for the financial year ended 31st March 2026

[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 financial year ended **31st March 2026** ("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, 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 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.

- (c) In respect of following matters, the listed entity, during the Review Period, has complied with as specified below:

Sr. No.	Particulars	Compliance Status (Yes/No/Not Applicable)	Observations / Remarks by Practicing Company Secretary
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: (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; and (b) 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	-

Sr. No.	Particulars	Compliance Status (Yes/No/Not Applicable)	Observations / Remarks by Practicing Company Secretary
3.	Maintenance and disclosures on Website: (a) The listed entity is maintaining a functional website; (b) Timely dissemination of the documents/ information under a separate section on the website; and (c) Web-links provided in annual corporate governance report 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 directors of the listed entity is disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	Yes	-
5.	Details related to subsidiaries of listed entity examined with respect to: (a) Identification of material subsidiary companies; and (b) Disclosure requirements 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 the financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; and (b) In case where no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes Not Applicable	- No such instances observed
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.	Resignation of statutory auditors from the listed entity or its material subsidiaries, if any: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR by listed entities.	Not Applicable	No such instance Occurred
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulations/circulars/guidance notes, etc.	Yes	-

I further report that, the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the SEBI LODR.

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: 29th May 2026

UDIN: F001370H000539325

Peer Review Certificate No.: 7703/2026

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. Corporate identity number (CIN) or any other registration number	
b. Name of the related party and nature of relationship	
c. Nature of the contracts/arrangements/transactions	
d. Duration of the contracts/arrangements/transactions	
e. Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Not Applicable
f. Justification for entering into such contracts/arrangements/transactions	
g. Date of approval by the Board	
h. Amount paid as advances, if any	
i. 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. Corporate identity number (CIN) or any other registration number	
b. Name of the related party and nature of relationship	
c. Nature of the contracts/arrangements/transactions	
d. Duration of the contracts/arrangements/transactions	Not Applicable
e. Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	
f. Date of approval by the Board	
g. Amount paid as advances, if any	

During the financial year 2025-26, 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, as required.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 29th May 2026

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 2025-26 is as follows:

Sr. No.	Name	Designation	Remuneration (₹)	Ratio to median Remuneration ⁸	Percentage Increase/Decrease in the Remuneration
1.	R Seshasayee	Non-Executive Chairman/Independent	1,37,00,000	10.92	59.30
2.	Manish Choksi	Non-Executive Vice Chairman/Promoter	80,00,000	6.38	1.27
3.	Amit Syngle ⁴	Managing Director & CEO	31,24,46,860	249.09	179.04
4.	Malav Dani	Non-Executive Director/Promoter	70,00,000	5.58	6.06
5.	Amrita Vakil	Non-Executive Director/Promoter	67,00,000	5.34	4.69
6.	Nehal Vakil	Non-Executive Director/Promoter	65,00,000	5.18	14.04
7.	Milind Sarwate	Non-Executive Director/Independent	80,00,000	6.38	9.59
8.	Ireena Vittal	Non-Executive Director/Independent	73,00,000	5.82	8.96
9.	Soumitra Bhattacharya	Non-Executive Director/Independent	90,00,000	7.18	2.27
10.	Gopichand Katragadda	Non-Executive Director/Independent	72,00,000	5.74	18.03
11.	Varun Berry	Non-Executive Director/Independent	67,00,000	5.34	Refer Note 6
12.	Ashish Choksi ⁵	Non-Executive Director/Promoter	65,00,000	5.18	
13.	R J Jeyamurugan ⁷	CFO, Company Secretary & Compliance Officer	5,36,53,863	42.77	10.73

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2025-26 and include commission and sitting fees paid to the Directors during the financial year.
- The commission paid to Non-Executive Directors is determined based on defined parameters, including their respective roles, responsibilities, and contribution to Board and Committee meetings, and is reviewed periodically by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee. During the financial year 2025-26, the commission was revised in accordance with this process.
- The remuneration to Directors is within the overall limits approved by the shareholders of the Company.
- The remuneration to Amit Syngle consists of two parts: fixed and variable, the latter linked to achievement of predetermined performance parameters. Only the fixed part of the remuneration was paid for the financial year 2024-25, while the remuneration for the financial year 2025-26 includes the variable element, commensurate with the performance. The remuneration is recommended by the Nomination & Remuneration Committee and approved by the Board.
The remuneration for the financial year 2025-26 includes perquisite value of ₹ 3,73,29,974 on the ESOPs granted for the financial year 2020-21 and 2021-22 exercised in the financial year 2025-26 and the commission for the financial year 2025-26. Further, the aforesaid remuneration for the financial year 2025-26 excludes stock options worth ₹ 14,12,00,000 granted in accordance with the Asian Paints Employee Stock Option Plan 2021 ("2021 Plan") for the financial year 2025-26. The stock options would equally vest over a period of three years on fulfilment of vesting conditions in accordance with the 2021 Plan.
- Ashish Choksi was appointed as Non-Executive Director with effect from 1st April 2025.
- Ratio to median remuneration and percentage increase/decrease in remuneration are not reported as Varun Berry was holding directorship for part of the financial year 2024-25 and Ashish Choksi was appointed during financial year 2025-26.
- The remuneration to R J Jeyamurugan for the financial year 2025-26 includes perquisite value of ₹ 21,51,448 on the ESOPs granted for the financial year 2021-22 exercised in the financial year 2025-26 and the variable pay for the financial year 2025-26. Further, the aforesaid remuneration for the financial year 2025-26 excludes ₹ 61,00,000 worth of stock options granted in accordance with the 2021 Plan for the financial year 2025-26. The stock options would vest on fulfilment of vesting conditions in accordance with the 2021 Plan.
- The median remuneration of all employees who were present throughout the last & current financial year was ₹ 12,54,353 and ₹ 12,40,678 per annum for the financial year 2025-26 and 2024-25, respectively. The increase in median remuneration of employees for the financial year 2025-26, as compared to financial year 2024-25 is 1.10%.
- The increase in average salary of employees (other than Key Managerial Personnel) for the financial year 2025-26, as compared to financial year 2024-25 is 9.21% (including performance-based incentive) for those employees who are present throughout the last & current financial year.
- The remuneration of Key Managerial Personnel increased by 128.21% in the financial year 2025-26, as compared to the financial year 2024-25. The increase in remuneration of employees other than the Key Managerial Personnel is lower considering the increase in remuneration of Key Managerial Personnel.

B. Number of permanent employees on rolls of the Company as on 31st March 2026:

Particulars	No. of employees
Manager cadre	1,672
Staff	7,781
Operators/Workmen	1,709
Total	11,162

- 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: 29th May 2026

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")]

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. 33(3) of the consolidated financial statements for the financial year 2025-26. Please note that the said disclosure is provided in accordance with the 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. 31 of the consolidated financial statements for the financial year 2025-26. Please note that the said disclosure is provided in accordance with the 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 ten years period of the 2021 Plan.
(c)	Vesting requirements	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. As per the present norms, the minimum vesting period shall not be less than 12 months from the date of grant of the stock options (or such other minimum period as allowed under the SEBI SBEB Regulations) 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. Vesting period excludes any unpaid long or sabbatical leave. In the event of disability or death or retirement of the Participant, there will be accelerated vesting. The vesting will be in accordance with the 2021 Plan and SEBI SBEB Regulations as in effect from time to time.
(d)	Exercise price or Pricing Formula	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). "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.
(e)	Maximum term of options granted	The maximum term of options shall not be more than 63 months.

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. Since inception till date, shares are purchased through the secondary market purchase mechanism.
(g)	Variation in terms of options	No variation/modification/amendment was made in the term of options during the financial year 2025-26.
(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	4,12,240
	Number of options granted during the year	2,98,384 [#]
	Number of options forfeited/lapsed during the year	40,162
	Number of options vested during the year	1,09,385
	Number of options exercised during the year	1,02,699
	Number of shares arising as a result of exercise of options	82,633
	Money realised by exercise of options (₹), if scheme is implemented directly by the Company	Not Applicable
	Loan repaid by the ESOP Trust during the year from exercise price received	₹ 17.66 crores*
	Number of options outstanding at the end of the year	5,67,763
	Number of options exercisable at the end of the year	30,996
(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 the FY 2025-26 to:	
(a)	Senior managerial personnel as defined under Regulation 16(d) of 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	Refer Annexure 1
	Exercise price	
	Expected volatility	
	Expected option life	
	Expected dividends	
	Risk-free interest rate	
	Any other inputs to the model	
(b)	The method used and the assumptions made to incorporate the effects of expected early exercise	Refer Annexure 1
(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 grant were incorporated into the measurement of fair value, such as a market condition	Incase of stock options granted with market linked vesting conditions, fair value has been determined using Monte Carlo simulation.
(viii)	Disclosures in respect of grants made in three years prior to IPO under each ESOS	Not Applicable

#Includes 1,49,879 stock options granted to Amit Syngle, Managing Director & CEO, for the financial year 2025-26, by the NRC at its meeting held on 28th April 2025 adjourned to 29th April 2025, subject to achievement of predetermined performance parameters.

*Does not include repayment of financial assistance amount of ₹ 20.41 crores given by the Company for the options exercised and shares credited to the eligible employees during the year.

(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 Employee Stock Ownership Trust
(b)	Details of the Trustee(s)	1. Barclays Wealth Trustees (India) Private Limited - Designated Trustee 2. Amit Kumar Singh - Other Trustee 3. Sachin Singh - Other Trustee
(c)	Amount of loan disbursed by the Company/any company in the Group, during the year	₹ 48.63 crores*
(d)	Amount of loan outstanding (repayable to Company / any company in the Group) as at the end of the year	₹ 165.58 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

*During the year, the Company disbursed financial assistance amount of ₹ 50 crores out of which unutilised amount of ₹ 1.37 crores was refunded back to the Company.

(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 2025)	4,54,666
(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	Number of shares acquired: 2,09,299 equity shares through secondary acquisition Percentage of paid-up share capital: 0.02% Weighted average cost of acquisition per share: ₹ 2,323.38
(c)	Number of shares transferred to the employees/sold along with the purpose thereof	Number of shares sold by the ESOP Trust in FY 2025-26: 41,045 Number of shares transferred to the employees in FY 2025-26 pursuant to exercise: 69,425
(d)	Number of shares held at the end of the year (31 st March 2026)	5,53,495

(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	4,54,666	0.05
(b)	Acquired during the year	2,09,299	0.02
(c)	Sold during the year	41,045	*
(d)	Transferred to the employees during the year	69,425	0.01
(e)	Held at the end of the year	5,53,495	0.06

*Less than 0.01%

Notes:

1. There was no change in the 2021 Plan since its implementation and the 2021 Plan is in compliance with the SEBI SBEB Regulations.
2. 1,51,330 stock options were granted to the eligible employees for the financial year 2025-26, by the NRC at its meeting held on 27th April 2026, basis their performance for the financial year 2025-26.
3. 1,54,257 stock options were granted to Amit Syngle, Managing Director & CEO, for the financial year 2026-27, by the NRC at its meeting held on 11th May 2026, subject to achievement of predetermined performance parameters.

For and on behalf of the Board of Directors

R Seshasayee
Chairman
(DIN: 00047985)

Place: Mumbai
Date: 29th May 2026

Annexure 1

a) Details of stock options granted during the year:

Particulars	Grant 9 (excluding Managing Director & CEO)	Grant 10 (Managing Director & CEO)		
		Tranche 1	Tranche 2	Tranche 3
Financial Year	2024-25	2025-26	2025-26	2025-26
Grant Date	29 th April 2025	29 th April 2025	29 th April 2025	29 th April 2025
Vesting Date	1 st April 2028	30 th June 2026 or date of Annual General meeting for the FY 2025-26, whichever is later	30 th June 2027 or date of Annual General meeting for the FY 2026-27, whichever is later	30 th June 2028 or date of Annual General meeting for the FY 2027-28, whichever is later
Fair Value at Grant Date (₹)	1,409	1,354/851 [#]	1,398/829 [#]	1,441/846 [#]
Exercise Price (₹)*	1,188	1,188	1,188	1,188
Options outstanding at the beginning of the year	-	-	-	-
Options granted during the year	1,48,505	50,781	50,211	48,887
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options lapsed during the year [§]	8,399	4,670	4,596	4,459
Balance as at year end	1,40,106	46,111	45,615	44,428
Exercisable at period end	-	-	-	-
Weighted-average remaining contractual life (years)	3	2.25	3.25	4.25

*Represents weighted average exercise price.

[#] Fair value differs for stock options granted for market/non-market linked vesting conditions.

[§] Stock options have lapsed due to non fulfilment of vesting conditions.

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 below:

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 options and half of exercise period assuming even exercise of options during exercise period (years)	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 9 29 th April 2025	6.05	3.42	26.37	1.04	2,451	1,188
Grant 10 29 th April 2025 Tranche 1	5.99	2.17	23.28	1.04	2,451	1,188
Grant 10 29 th April 2025 Tranche 2	6.04	3.17	26.02	1.04	2,451	1,188
Grant 10 29 th April 2025 Tranche 3	6.09	4.17	27.35	1.04	2,451	1,188

Fair Value of stock options (market linked vesting conditions) was calculated using the Monte Carlo simulations. The key assumptions used for calculating the option fair value are as below:

Grant date	Risk free interest rate	Expected volatility		Exercise price
Assumptions	Zero Coupon Sovereign Bond Interest Rate equivalent for option life (%)	Based on daily volatility for period equivalent for option life (%)	Market price at the time of grant of the option (₹)	50% of Reference Share Price (₹)
Grant 10 29 th April 2025 Tranche 1	5.96	26.57 (APL)/ 18.11 (NIFTY 50)	2,451	1,188
Grant 10 29 th April 2025 Tranche 2	5.99	23.29 (APL)/ 15.33 (NIFTY 50)	2,451	1,188
Grant 10 29 th April 2025 Tranche 3	6.11	24.89 (APL)/ 15.85 (NIFTY 50)	2,451	1,188

Annexure 2

Details of stock options granted during the year to senior managerial personnel as on 31st March 2026 and details of employee to whom stock options granted during the year amounting to 5% or more of the options granted during the year:

(i) Details of employee to whom stock options granted during the year amounting to 5% or more of the options granted during the year

Sr. No.	Participants	Designation	Grant 10
1.	Amit Syngle	Managing Director & CEO	1,49,879

(ii) Details of stock options granted during the year to senior managerial personnel as on 31st March 2026

Sr. No.	Participants	Designation	Grant 9
1.	Rahul Bhatnagar	President – Project Sales, R&T, Industrial JVs, Home Improvement, Supply Chain	6,743
2.	R J Jeyamurugan	CFO, Company Secretary & Compliance Officer	4,330
3.	Aashish Kshetry	Vice President – Systems	2,130
4.	Sameer Salvi	Vice President – Backward Integration Businesses, Mantech & Strategy	3,407
5.	Pragyan Kumar	Senior Vice President – Retail Sales, Marketing & Commercial	3,052
6.	Savitha Shivsankar	Chief Human Resources Officer	4,330
7.	Gagandeep Kalsi	Vice President – Strategy, Business Development, Décor and Services	2,556
8.	Amit Kumar Singh	Vice President – Corporate Affairs & CSR	2,556
9.	Alok Agrawal	General Manager – Internal Audit & Risk (Chief Internal Auditor)	1,562
10.	Joseph Eapen	Chief Executive – APIPL	1,562

Notes:

- The exercise price of Grant 9 is ₹ 1,188. 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.
- 32,204 stock options were granted to the senior management personnel for the financial year 2025-26, by the NRC at its meeting held on 27th April 2026, basis their performance for the financial year 2025-26.

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

Rooted in the Company's purpose of *"Bringing joy to people's lives"*, Asian Paints' Corporate Social Responsibility ("CSR") Policy is anchored in trust, fairness, and care.

The Company's CSR initiatives are designed to create a lasting value in the communities we operate, with a focus on sustainable community development, livelihood enhancement, employee volunteering, and responsible business practices. These interventions are aligned with the broader ESG promises.

The Company's CSR approach is guided by the following principles:

- 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.

Key highlights of the CSR activities undertaken during the year are listed below:

a. Enhancing Vocational Skills

The Beautiful Homes Academy ("BHA" or "Academy") promotes inclusive growth and livelihood enhancement by enabling individuals to enhance their skills, thereby fostering a sense of dignity, pride and self reliance. Leveraging Asian Paints' domain expertise, the Academy delivers capability-building programmes across multiple trades including paint application, specialised finishes, waterproofing, wood finishes, wallpaper installation, carpentry and plumbing, along with modules on finance, business, customer engagement, and safety.

During the year, the Academy delivered multi-level trainings across trades, alongside focused programmes such as mechanisation, NextGen, Décor Advisor, Shop Manager, and Health & Safety trainings.

The Academy also launched a WhatsApp Broadcast Channel to enable continued engagement with participants after completion of training through curated content such as success stories, quizzes, practical frameworks, testimonials and nudges for subsequent learning.

Asian Paints' *'Kamyabi Ke Rang'* brings to life inspiring journeys shaped by determination, craftsmanship, and the pursuit of excellence. [Click here](#) to watch all episodes of *'Kamyabi Ke Rang'*.

Key Impact for the FY 2025-26	
Total participants trained	9,45,652
Total unique participants trained*	3,24,020

*Total unique participants trained since FY 2014-15 were 11,89,557.

b. Water Stewardship

Watermark continues to be a core pillar of the Company's CSR strategy with a focus on measurable, sustainable and community-owned water security outcomes across its operational geographies. The Company adopts an integrated approach addressing both water availability (supply-side) and water use efficiency (demand-side) to build long-term resilience in water-stressed communities.

Under the Watermark programme, supply-side interventions during the year focused on rejuvenation of water bodies, creation and restoration of water storage infrastructure, canal lining, and feeder channel development, contributing to improved water capture, storage and groundwater recharge. Complementing this, demand-side initiatives promoted water-efficient agricultural practices, enabling optimised water to use and reducing pressure on local water resources.

Nature based solutions including micro algae-based technology-phycoremediation were implemented at select locations to address water quality challenges and enable reuse of treated water.

The programme continues to strengthen local ownership and usability of water assets, ensuring

that the water systems remain functional, accessible, relevant, and sustainable over time.

The programme is implemented with a strong emphasis on scientific planning (including geo-hydrological assessments), community participation and convergence with local stakeholders, ensuring that interventions are context-relevant and impact-driven.

Through these efforts, the Company continues to strengthen access, reliability, and sustainability of water resources, while fostering community ownership and long-term functionality of created assets, thereby delivering a lasting "Watermark" across its areas of operation.

Key Impact for the FY 2025-26	
Water Potential Created (in KL)	44,61,705
Total Water Replenishment (in KL)	61,01,718
No. of Water Bodies restored	147
Water Neutrality (in %)	589

c. Health & Hygiene

The Company primarily delivers its primary healthcare interventions through Mobile Medical Units ("MMUs"), ensuring last-mile access to essential health services in underserved and remote communities. The MMU model enables the Company to provide regular, doorstep primary healthcare, including outpatient consultations, basic diagnostics, and free medicines. By addressing accessibility barriers such as distance, cost, and limited infrastructure, MMUs have become the backbone of the Company's Health & Hygiene program.

To enhance the effectiveness and long-term impact of these services, the Company adopts an integrated approach by layering targeted interventions on top of MMU operations. Other areas of operations through MMUs are nutrition and malnutrition, general health awareness camps, and Specialty camps.

In addition, the Company has designed specific outreach interventions for vulnerable populations such as truck drivers, who often face occupational health risks and limited access to continuous healthcare. Through trucker health programs anchored around MMU services or static camps at transport hubs, the Company provides screenings for non-communicable diseases, awareness on hygiene, substance abuse, and preventive care.

The multi-pronged service delivery model strengthens health outcomes by moving beyond basic healthcare to value driven healthcare at doorstep. By integrating

nutrition and targeted outreach programs within the MMU framework, the Company ensures a holistic, community-centric healthcare approach that addresses both immediate medical needs and underlying determinants of health.

Key Impact for the FY 2025-26	
Beneficiaries impacted through Mobile Medical Units	1,95,023
Beneficiaries impacted through Static Health Units	64,468
Total beneficiaries impacted	2,59,491

d. Employee Volunteering

The SPARSH – Employee Volunteering Programme ("EVP") brings together purpose-driven engagement across key initiatives such as Arogya Saathi, Jal Saathi, Rakta Saathi, and IT Skill Saathi, beach clean-up drives, and blood donation camps. Rooted in the Company's core CSR focus areas of health and water, Arogya Saathi and Jal Saathi enable employees to actively contribute to community well-being—supporting health awareness sessions, and water stewardship activities at the grassroots. These initiatives extend the impact of flagship programs like MMUs and water conservation by fostering employee ownership and deeper community connection.

Complementing these are IT Skill Saathi sessions that promote digital literacy, alongside environmental actions like beach cleanups that reinforce sustainability values. Blood donation drives further underscore the Company's commitment to saving lives through collective action. By integrating core CSR priorities into EVP, the Company has created a unified platform that transforms employees into active partners in driving inclusive and sustainable development.

During the year, the EVP initiative was also extended to our interventions under the area of Beautiful Homes Academy. The employees stepped in as volunteer trainers and took interactive sessions of various training modules for the participants. The participants reported positive learning outcomes, including improved customer and team handling, better understanding of site challenges and resolutions, and enhanced knowledge of colour consultation, and effective pitching techniques.

To know more about our initiatives in the area of CSR, 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
a.	Malav Dani, Chairman	Non-Executive Director/Promoter	4	4
b.	Amit Syngle	Managing Director & CEO	4	4
c.	Amrita Vakil	Non-Executive Director/Promoter	4	4
d.	Gopichand Katragadda	Non-Executive Director/Independent	4	4

R J Jeyamurugan, CFO & Company Secretary of the Company, is the Secretary to the CSR Committee.

3. Web-link 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	Weblink
a.	Composition of CSR Committee	https://www.asianpaints.com/CommitteeComposition.html
b.	CSR Policy	https://www.asianpaints.com/CSRPoly.html
c.	CSR Projects	https://www.asianpaints.com/CSRProjects2025-26.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 has appointed agencies to undertake independent review and impact assessment for the eligible CSR activities undertaken during the previous financial years.

During the year, the Company had engaged two external agencies to conduct the impact assessment of the fourteen 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	Water Stewardship	Health & Hygiene	Enhancing Vocational Skills
Name of independent agency conducting Impact Assessment	KPMG Assurance and Consulting Services LLP	KPMG Assurance and Consulting Services LLP	KPMG Assurance and Consulting Services LLP	Sattva Consulting
Scope of Project	<i>SAFAR – truckers wellbeing interventions</i>	<i>Water for livelihoods, Water Resource Management, and Water Resource Development & Rainwater Harvesting</i>	<i>Static Health Units/ Mobile Medical Units</i>	<i>Beautiful Homes Academy</i>
	To strengthen access to primary healthcare for the trucker community operating by providing basic medical consultations, diagnostic services, preventive healthcare, and physiotherapy support, while facilitating awareness of government healthcare schemes.	To create and strengthen water harvesting structures, <i>inter alia</i> , to promote basic supplementary irrigation and improve water storage and availability, while encouraging sustainable farming practices aimed at enhancing household income of the farming community and delivering positive environmental outcomes.	To deliver primary healthcare and health awareness services through last-mile outreach, at the same time strengthening medical infrastructure in the form of mobile medical van, setting-up of static health clinic, facilitating doctors, nurse, medicines, and diagnostic lab testing equipment.	To build capabilities by providing vocational and skill-based training to painters, applicators, plumbers, and carpenters, to enhance their employability and improve their livelihoods.

Particulars	Health & Hygiene	Water Stewardship	Health & Hygiene	Enhancing Vocational Skills
Key highlights of impact created	Nearby clinics and mobile units made healthcare easier to access, reducing travel effort and delays in seeking timely medical care. Free medicines and local treatment helped lower out-of-pocket costs and prevent loss of daily wages due to illness.	Community water sources became more reliable, improving year-round availability for domestic and agricultural needs. Natural treatment and restoration measures helped enhance water quality and reduce local water stress.	The project aided in reduced expenses on healthcare and overall access to healthcare facilities.	The program strengthened skills and improved livelihood opportunities for participants, thereby leading to financial independence and overall enhanced quality of life.

The detailed impact assessment reports for fourteen CSR Projects and its executive summary can be accessed on the Company's website at <https://www.asianpaints.com/AnnualReports.html>.

5.	Sr. No.	Particulars	Amount (₹ in Crores)
	a.	Average net profit of the Company as per Section 135(5) of the Act	5,732.35
	b.	Two percent of the average net profit of the Company as per Section 135(5) of the Act	114.65
	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	0.51
	e.	Total CSR obligation for the financial year (5b+5c-5d)	114.14
6.	Sr. No.	Particulars	Amount (₹ in Crores)
	a.	Amount spent on CSR Projects (both ongoing projects and other than ongoing projects)	108.93*
	b.	Amount spent on Administrative Overheads	5.56
	c.	Amount spent on Impact Assessment	0.65
	d.	Total amount spent for the financial year (6a+6b+6c)	115.14*

*The amount spent on the CSR activities for the financial year includes the set-off of the excess amount of ₹ 0.51 crore spent by the Company on CSR activities in the previous financial years.

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 second proviso to Section 135(5) of the Act		
	Amount (₹)	Date of transfer	Name of the Fund	Amount (₹)	Date of transfer
115.14*	-	-	-	-	-

*The amount spent on the CSR activities for the financial year includes the set-off of the excess amount of ₹ 0.51 crore spent by the Company on CSR activities in the previous financial years.

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	114.65
ii.	Total amount spent for the financial year	115.14*
iii.	Excess amount spent for the financial year [F(ii)-F(i)]	0.49
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)]	0.49

*The amount spent on the CSR activities for the financial year includes the set-off of the excess amount of ₹ 0.51 crore spent by the Company on CSR activities in the previous financial years.

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

Sr. No.	Preceding financial year(s)	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 2025 (₹ 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 2026 to be spent in succeeding financial years (₹ in Crores)		Deficiency, if any
						Amount (₹ in Crores)	Date of transfer	
-	-	-	-	-	-	-	-	-

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 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)

Amit Syngle

Managing Director & CEO
(DIN: 07232566)

Place: U.S.A.

Date: 29th May 2026

Place: Mumbai

Date: 29th May 2026

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, technology-led energy interventions, fixed load optimisation and standardisation of energy conservation initiatives across plants.
- 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 the 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 27.61 MW of solar energy and 24.3 MW capacity of wind energy. The overall contribution of renewables to electricity consumption stands at 56.5% for decorative paint plants.

iii. Capital investment on energy conservation equipment:

The Company has spent about ₹ 19.9 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:

This year sustained and focused efforts by the Research & Technology ("R&T") function enabled effective absorption, adaptation and internalisation of advanced technologies across technology platforms, products and processes. These initiatives fuelled the organisation's strategic priorities of strengthening backward integration, ensuring supply chain resilience, driving cost excellence, and delivering innovation-led growth amid highly uncertain geopolitical and macroeconomic conditions.

Backward Integration

The organisation attained readiness for Vinyl Acetate Ethylene ("VAE") deployment at pilot scale, along with successful development and laboratory validation of products based on VAE emulsion. This step marks a critical milestone towards future commercial scaleup and reinforces the Company's backward integration roadmap.

The technology function also played a key role in supporting the backward integration initiative related to cement by helping in the commissioning of two new cement plants at Fujairah and Naidupet and ensuring technical readiness to assimilate the output of these plants.

As part of the Make in India ("MII") initiative, localisation of technology was further expanded. The MII track for high end wood finish range of products was successfully implemented, enabling import substitution, improved supply reliability, cost optimisation, and alignment with global performance benchmarks.

Characterisation and Analytical Research

The physical characterisation and analytical research laboratories continued to enhance

internal technology absorption by developing critical test methods to elucidate structure–property–performance relationships. During the year, eleven new test methods received NABL accreditation under ISO/IEC 17025, significantly strengthening in-house analytical depth, faster prototype screening, robust fault analysis, and improved competitive benchmarking capabilities. The accreditation also helped in giving further credence to product warranties.

Sustainability and Product Stewardship

Sustainability and product stewardship remained core focus areas. Two hundred and ninety products are GreenPro certified, and six products have received approval for the prestigious Green Seal eleven certification. Two key products in the area of pollution abatement and reduced water consumption won accolades both in the marketplace as well as industry fora.

Supply chain resilience through Project Samarthya

In response to global supply chain volatility, the technology function ensured uninterrupted operations by proactively developing raw material alternatives. Under Project Samarthya, development of raw materials, both in-house and in partnership, fructified with successful implementation of critical raw materials in the key additives and specialty monomer categories. These initiatives delivered differentiated performance at optimal costs while significantly enhancing supply chain resilience.

Breakthrough Projects

The Company's R&T Breakthrough commitment continued to drive transformative innovation, operational excellence, and customer-centric value creation. Projects undertaken during the year spanned interior and exterior architectural coatings, enamels, and wood coatings, building scalable and resilient technology platforms for sustained long-term competitiveness.

As part of the Nexpedition initiative, nine focused projects were undertaken primarily in the decorative, protective, flooring, and powder coating businesses translating strategic priorities into measurable business impact. One of the key initiatives, Project Vishwas, was undertaken to provide strong technical credence to warranties and create a sustainable competitive moat.

Technical Proficiency building

Internal capability development was further strengthened through Sikshalaya, R&T's in-house technical learning academy, which conducted seven structured technical training programs during the financial year 2025-26. Additionally, sixteen employees underwent the exhaustive Paints & Polymers Certification Programme involving a 100-hour blended learning curriculum comprising theoretical and hands-on training. The programme was conducted in collaboration with S K Somaiya University.

In the quest to deliver the desired performance of our products to the consumers, technical workshops highlighting the key features and right application techniques of our products were conducted for consultants, engineers and contractors.

Ideation and Technology forecasting

To foster a strong culture of ideation and innovation, the Idea Canvas platform continued to enable bottom-up innovation through structured evaluation, mentorship, and leadership engagement. Further, in order to strengthen continuous learning, a Journal Club initiative was introduced, with six sessions focused on recent research publications and emerging industry trends.

The Technology Council, a curated team of eminent technocrats from India and abroad, met for the thirteenth edition of the Technology Council meeting and gave insightful perspective about the technical happenings across the globe. The meeting concluded with earmarking of the key technical domains of strategic interest to Asian Paints.

Engagement with Universities and Research Organisation

Talent development and ecosystem engagement remained strong focus areas. Building on earlier successes, Alchemy 2026, a technology conclave for students and industry professionals, was launched on 16th December 2025 with a keynote address by Dr. S Somanath, Former Chairman, ISRO. The event marked the formal launch of case study topics across Polymers, Coatings, and Construction Chemicals domains and witnessed around threefold growth in participation, reflecting its growing global reach.

Asian Paints signed two MOUs viz. with Central

Building Research Institute, Roorkee and Central Electrochemical Research Institute, Karaikudi to collaborate on developing innovative products and testing methods for characterising raw material and coatings.

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

During the year, technology absorption initiatives resulted in:

- a. Readiness for pilot scale deployment of VAE technology supporting future backward integration;
- b. Successful commissioning support for new cement manufacturing capacities;
- c. Twenty-five formulations were released with respect to new products for architectural paints, construction chemicals, and adhesives business;
- d. Sixty-one formulations were released with respect to new products for Industrial business;
- e. Import substitution through localisation under the Make in India initiative for high end wood finish coatings;
- f. Enhanced product differentiation and warranty-backed credibility;

- g. Cost optimisation and supply assurance through in-house and partnered development of critical raw materials. Critical import substitutes were developed as part of this initiative;
- h. Strengthened sustainability credentials through GreenPro and Green Seal eleven certifications. In all six products have received approval for Green Seal eleven certification and two hundred and ninety products are Green Pro certified;
- i. Faster, more robust product development enabled by developing critical analytical and characterisation methods. Eleven new test methods have received accreditation from NABL under ISO/IEC 17025; and
- j. Asian Paints receiving four critical certifications for coating systems for railways which leveraged the technical competency of the organisation to protect national assets.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Not applicable

iv. Expenditure incurred on Research and Development:

Particulars	(₹ in Crores)	
	FY 2025-26	FY 2024-25
Capital	3.13	2.95
Recurring	121.74	122.76
Total	124.87	125.71

3. Foreign Exchange Earnings and Outgo

Particulars	(₹ in Crores)	
	FY 2025-26*	FY 2024-25*
Foreign exchange earned in terms of actual inflows	258.18	202.93
Foreign exchange outgo in terms of actual outflow	3,216.51	4,407.18

*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: 29th May 2026