

Board's Report

Dear Members,

The Board of Directors are pleased to present the Seventy-Fourth Annual Report of Asian Paints Limited along with the audited financial statements (standalone and consolidated) for the financial year ended 31st March, 2020.

FINANCIAL RESULTS

The Company's financial performance for the year ended 31st March, 2020 is summarized below:

	Standalone			Consolidated		
	Year ended 31.03.2020	Year ended 31.03.2019*	Growth (%)	Year ended 31.03.2020	Year ended 31.03.2019*	Growth (%)
Revenue from Operations*	17,194.09	16,391.78	4.9%	20,211.25	19,248.45	5.0%
Earning Before Interest, Taxes, Depreciation and Amortisation	4,214.58	3,789.62	11.2%	4,466.08	3,998.58	11.7%
Less : Finance Cost	78.38	78.60		102.33	105.27	
Less : Depreciation and Amortisation Expense	689.97	540.77		780.50	622.14	
Profit for the period before share of profit in associate	3,446.23	3,170.25	8.7%	3,583.25	3,271.17	9.5%
Share of profit of Associate	-	-		50.74	40.73	
Profit before exceptional items & tax	3,446.23	3,170.25	8.7%	3,633.99	3,311.90	
Exceptional Items**	33.20	-		-	-	
Profit Before Tax	3,413.03	3,170.25	7.7%	3,633.99	3,311.90	9.7%
Less : Tax Expense	759.08	1,038.08		854.85	1,098.06	
Profit for the period from continuing operations	2,653.95	2,132.17	24.5%	2,779.14	2,213.84	25.5%
Profit before tax from discontinued operations	-	-		(5.73)	(7.28)	
Tax expense of discontinued operations	-	-		(0.78)	(1.48)	
Profit for the period from discontinued operations	-	-	-	(4.95)	(5.80)	-
Profit for the period	2,653.95	2,132.17	24.5%	2,774.19	2,208.04	25.6%
Attributable to:						
Shareholders of the Company	2,653.95	2,132.17	24.5%	2,705.17	2,155.92	25.5%
Non Controlling Interest	-	-		69.02	52.12	
Other Comprehensive Income (net of tax)	50.40	(18.18)		58.31	(13.76)	
Total Comprehensive Income	2,704.35	2,113.99	27.9%	2,832.50	2,194.28	29.1%
Attributable to:						
Shareholders of the company	2,704.35	2,113.99	27.9%	2,755.61	2,132.97	29.2%
Non-Controlling Interest	-	-		76.89	61.31	
Opening balance in Retained Earnings	4,424.53	3,345.90		4,604.60	3,502.31	
Amount available for Appropriation	7,068.66	5,451.71		7,299.35	5,632.52	
Dividend – Interim - FY 2019-20	1,007.16	-		1,007.16	-	
Interim - FY 2018-19	-	273.37		-	273.37	
Final- FY 2018-19	733.79	-		733.79	-	
Final- FY 2017-18	-	580.31		-	580.31	
Tax on Dividend	353.07	173.50		353.07	173.50	
Transfer to General Reserve	-	-		-	-	
Transfer to Other Reserve	-	-		0.69	0.74	
Closing balance in Retained Earnings	4,974.64	4,424.53		5,204.64	4,604.60	

* Restated figures after adjusting for retrospective application of Ind AS 116 - Leases.

**Comprise of impairment provision towards investment made in Sleek International Private Limited & Maxbhumi Developers Limited of ₹ 29.7 crores and ₹ 3.5 crores respectively.

COMPANY PERFORMANCE OVERVIEW

During the financial year 2019-20:

- During the financial year 2019-20, revenue from operations on standalone basis increased to ₹ 17,194.09 crores as against ₹ 16,391.78 crores in the previous year – a growth of 4.9%.
- Even with the loss of sales in the last fortnight of March, 2020, the Company managed to end the year with a double digit volume growth of 11.2% for domestic decorative business. Against this double digit volume growth for the year, the value growth was in single digit as we continue to focus on growing the bottom of the pyramid with concentrated push on the upgradation of emulsions as well as large undercoats market.
- Cost of goods sold as a percentage to revenue from operations decreased to 55.3 % as against 57.4% in the previous year.
- Employee cost as a percentage to revenue from operations increased to 5.7% (₹ 985.43 crores) against 5.5% (₹ 900.14 crores) in the previous year.
- Other expense as a percentage to revenue from operations increased to 16.6% (₹ 2,845.44 crores) as against 15.7% (₹ 2,576.21 crores) in the previous year.
- The Company has contributed ₹ 25 Crores towards COVID-19 pandemic related relief activities.
- The Profit After Tax for the current year is ₹ 2,653.95 crores against ₹ 2,132.17 crores in the previous year – a growth of 24.5%. Higher growth was due to reduction in tax rate during the year.
- On a consolidated basis, the group achieved revenue of ₹ 20,211.25 crores as against ₹ 19,248.45 crores – a growth of 5.0%. Net profit after non-controlling interest for the group for the current year is ₹ 2,705.17 crores as against ₹ 2,155.92 crores in the previous year – a growth of 25.5%.

IMPACT OF COVID-19

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. Since May 2020, the Company started resuming operations in its manufacturing plants and warehouses after taking requisite permissions from Government authorities.

By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees. The Company has taken several measures to ensure their well-being including leveraging the power of technology to enable them to work from home. For

those employees who are working in sales offices and manufacturing locations, their safety is being ensured by stringent use of protective gear, abiding by social distancing norms and taking all safety precautions.

Standing by its core commitment, the Company is navigating through these unprecedented times by building stronger and deeper relationships with consumers and its partners. The Company is supporting various Government Initiatives and helping communities around to fight the pandemic.

Detailed information on the same has been included under the Management Discussion & Analysis report forming part of this Annual Report.

TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the year ended 31st March, 2020.

DIVIDEND

During the year under review, the Company paid to its shareholders:

- First interim dividend of ₹ 3.35 (Rupees three and paise thirty-five only) (335%) per equity share of the face value of ₹ 1 (Rupee one only) each in the month of November, 2019; and
- Second interim dividend of ₹ 7.15 (Rupee seven and paise fifteen only) (715%) per equity share of the face value of ₹ 1 (Rupee one only) each in the month of March, 2020.

The Board of Directors at their meeting held on 23rd June, 2020 has recommended payment of ₹ 1.50 (Rupees one & paise fifty only) per equity share of the face value of ₹ 1 (Rupee one only) each as final dividend for the financial year ended 31st March, 2020. The payout is expected to be ₹ 143.88 crores (Rupees one hundred forty three crores and eighty eight lakhs). The payment of final dividend is subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting (AGM).

If approved, the total dividend (interim and final dividend) for the financial year 2019 – 20 will be ₹ 12 (Rupees Twelve only) per equity share of the face value of ₹ 1 each (Rupee one only) [Dividend payout for the FY 2019-20 totals to ₹ 1,151.04 crores (Rupees one thousand one hundred fifty one crores and four lakhs)] as against the total dividend of ₹ 10.50 (Rupees ten and paise fifty only) per equity share of the face value of ₹ 1 each (Rupee one only) paid for the previous financial year 2018-19 [Dividend payout for the FY 2018-19 totals to ₹ 1007.16 crores (Rupees One Thousand and Seven Crores and Sixteen Lakhs)].

Board's Report (Contd.)

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source.

The dividend recommended is in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy of the Company is set out as Annexure [A] and is also uploaded on the Company's website: <https://www.asianpaints.com/more/investors/policies-programs.html>.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the applicable provisions of Companies Act, 2013 (hereinafter referred to as "the Act") read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as the "IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. The details relating to amount of dividend transferred to the IEPF during the FY 2019-20 and corresponding shares on which dividends were unclaimed for seven (7) consecutive years, are provided in the General Shareholders Information section of Corporate Governance report forming part of this Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Act, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2019-20, together with the Auditors' Report form part of this Annual Report.

SUBSIDIARIES & ASSOCIATE COMPANIES Financial Performance

The Management Discussion and Analysis report forming part of the Annual Report provides a detail overview of the operations of the subsidiaries of the Company.

A statement containing the salient features of financial statements of subsidiaries/joint venture companies of the Company in the prescribed Form AOC – 1 forms a part of Consolidated Financial Statements (hereinafter referred to as "CFS") in compliance with Section 129 (3) and other applicable provisions, if any, of the Act read with Rules.

In accordance with Section 136 of the Act, the audited financial statements, including the CFS and related information of the Company and the financial statements of each of the subsidiary and associate companies, are available on our website, www.asianpaints.com

The Company's Policy for determining material subsidiaries may be accessed on the website of the Company at <https://www.asianpaints.com/more/investors/policies-programs.html>.

The Company does not have a material subsidiary.

During the year under review:

- a. The Board of Directors of the Company at their meeting held on 22nd January, 2020, approved the Scheme of Amalgamation of Reno Chemicals Pharmaceuticals & Cosmetics Private Limited (Reno), wholly owned subsidiary of the Company with the Company, subject to necessary statutory and regulatory approvals, including approval of the National Company Law Tribunal, Mumbai.

The proposed Amalgamation is, *inter alia*, to maintain a simple corporate structure, eliminate duplicate corporate procedures and reduce multiplicity of legal and regulatory compliances between both the companies.

There is no consideration involved as the entire share capital of Reno is held by the Company along with its nominees. The appointed date for the Scheme of Amalgamation is 1st April, 2019 or such other date as may be approved by the National Company Law Tribunal (NCLT) and the Scheme shall be effective from the last date of receipt of all approvals, permissions as may be required or filing of necessary certified copies of Orders under the applicable section(s) of the Act with the Registrar of Companies, Maharashtra at Mumbai.

The NCLT vide its Orders dated 22nd April, 2020 and 27th April, 2020, *inter alia* admitted the Scheme of Amalgamation.

- b. Asian Paints International Private Limited, Singapore (APIPL), wholly owned subsidiary of the Company divested its entire stake in Berger Paints Singapore Pte Limited, Singapore (BPS), wholly owned subsidiary of APIPL to Omega Property Investments Pty Ltd, Australia, for a consideration of approx ₹ 20.81 crores (Rupees twenty crores and eighty one lakhs) on 17th September, 2019. BPS had a limited presence in the Singapore coatings market and was not material in overall Company's international operations.

- c. The Company has made an assessment of the recoverable value of investment in its subsidiaries taking into account the past business performance, prevailing business conditions and revised expectations of the future performance. Accordingly, an impairment loss of approximately ₹ 29.70 crores (Rupees twenty nine crores and seventy lakhs) and ₹ 3.50 crores (Rupees three crores and fifty lakhs) have been recognised towards investment in Sleek International Private Limited and Maxbhumi Developers Limited (an asset holding Company having land held for sale), respectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

Retirement of Mr. KBS Anand as the Managing Director & CEO of the Company

The term of Mr. KBS Anand as the Managing Director and CEO came to an end on 31st March, 2020 and consequently he ceased to be a Director of the Company.

Mr. KBS Anand had joined the Company in the year 1979 and has held various positions in Decorative, Industrial and Chemical business functions of the Company. He was appointed as the Managing Director & CEO of the Company, w.e.f. 1st April, 2012. During his tenure as the Managing Director & CEO, he has transformed the Company from being a Paints' major towards a complete décor solutions provider to help customers create their dream homes.

The Board of Directors place on record their deep sense of gratitude and appreciation for the invaluable contribution rendered by Mr. KBS Anand during his four decades long illustrious career with the Company in many roles and recently as the Managing Director & CEO of the Company for the past eight years.

Appointment of Mr. Amit Syngle as an Additional Director/Managing Director & CEO of the Company

The Board of Directors of the Company at their Meeting held on 28th March, 2020, based on the recommendations of the Nomination and Remuneration Committee of the Board of Directors of the Company, approved the appointment and remuneration of Mr. Amit Syngle as an Additional Director/Managing Director & CEO (Key Managerial Person) of the Company for a period of three years effective from 1st April, 2020 up to 31st March, 2023, subject to the approval of the shareholders at ensuing AGM of the Company.

The Board of Directors recommend the appointment of Mr. Amit Syngle as the Managing Director and CEO of the Company. Mr. Amit Syngle has spent 30 years with the Company and has headed Supply Chain, Sales & Marketing and Research & Technology Functions. In addition, he also spearheaded the newly acquired businesses of the

Kitchens and Bath spaces in the Home Improvement venture of the Company.

Before being appointed as an Additional Director/Managing Director & CEO, Mr. Amit Syngle held the position of Chief Operating Officer of the Company.

He has been appointed as the Key Managerial Personnel of the Company in accordance with Section 203 of the Act, w.e.f. 1st April, 2020.

Appointment of Mr. Manish Choksi as Non-Executive Director of the Company

The Board of Directors of the Company at their meeting held on 22nd October, 2018, based on the recommendations of the Nomination & Remuneration Committee approved the appointment of Mr. Manish Choksi as a Non-Executive Promoter Director, to fill the casual vacancy created on the Board on account of the sad demise of Mr. Ashwin Choksi, erstwhile Chairman. The shareholders had thereafter approved the same.

In terms of sub-section (4) of Section 161 of the Act, Mr. Manish Choksi holds office upto to the date of this AGM.

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee, have recommended the appointment of Mr. Manish Choksi as a Non-Executive Director of the Company from the date of ensuing AGM, subject to approval of the shareholders, in terms of Section 152 read with Section 160 of the Act, liable to retire by rotation.

Retirement by rotation and subsequent re-appointment

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Ashwin Dani and Ms. Amrita Vakil, Non-Executive Directors, are liable to retire by rotation at the ensuing AGM and being eligible have offered themselves for re-appointment.

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

Mr. Ashwin Dani, Chairman and Non-Executive Director of the Company, having attained the prescribed age limit of 75 years, Special Resolution is proposed in accordance with Regulation 17(1A) of Listing Regulations for approval by the Shareholders of the Company.

The Shareholders had earlier approved the continuation of directorship of Mr. Ashwin Dani beyond 75 years of age by passing a Special Resolution.

Board's Report (Contd.)

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering his seniority, role played by Mr. Ashwin Dani towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of shareholders is sought for continuation of Mr. Ashwin Dani as a Non-Executive Director, liable to retire by rotation.

Declaration of independence from Independent Directors

The Company has received the following declarations from all the Independent Directors confirming that:

- They meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder, as well as of Regulation 16 of the Listing Regulations.
- In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs, Manesar.
- In terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

In terms of Regulation 25(9) of the Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the Listing Regulations by the Independent Directors of the Company.

CHANGE IN KEY MANAGERIAL PERSON

Retirement of Mr. Jayesh Merchant as CFO & Company Secretary, President – Industrial JVs from the Company

Mr. Jayesh Merchant retired from the services of the Company, w.e.f. 26th November, 2019.

Mr. Jayesh Merchant had joined the Company in the year 2002 as Vice President- Finance & Company Secretary. The Board of Directors designated him as the Chief Financial Officer of the Company in 2006. Since, November, 2012, he also headed the Industrial businesses of the Company operated in India, through two joint ventures companies with PPG Inc., USA.

The Board places on record its appreciation of the contribution of Mr. Jayesh Merchant during his association with the Company.

Appointment of Mr. R J Jeyamurugan as the CFO & Company Secretary of the Company

Mr. R J Jeyamurugan was appointed as the CFO & Company Secretary of the Company, w.e.f. 27th November, 2019.

Mr. R J Jeyamurugan is an associate member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Company Secretaries of India (ICSI). He joined the Company in the year 1991. He has considerable experience in the areas of finance, accounts, secretarial and taxation matters. He has held important positions in the organization including Assistant Company Secretary during August, 1997 to May, 1999. He heads the Finance, Accounts, Shared Service Centre, Tax, Legal, Secretarial & Investor relations functions of the Company.

Before his appointment as the CFO & Company Secretary, he held the position of Vice President – Finance of the Company. He has also been the Compliance Officer of the Company since May, 2018.

NUMBER OF MEETINGS OF THE BOARD

7 (seven) meetings of the Board of Directors were held during the financial year 2019 – 20. The details of the meetings of the Board of Directors of the Company convened and attended by the Directors during the financial year 2019-20 are given in the Corporate Governance Report which forms part of this Annual Report.

NOMINATION AND REMUNERATION POLICY

The salient features of the Nomination and Remuneration Policy of the Company are set out in the Corporate Governance Report which forms part of this Annual Report.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment & re-appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations.

The Policy is also available on the website of the Company <https://www.asianpaints.com/more/investors/policies-programs.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 of the Listing Regulations.

The information required under Section 197 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of the Company is set out in the Annexure [B] to this report and is also available on the website of the Company (www.asianpaints.com).

PERFORMANCE 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 Individual Directors, Committees of the Board and the Board as a whole.

The Board formally assesses its own performance based on parameters which, *inter alia*, include performance of the Board on deciding long term strategy, rating the composition and mix of Board members, discharging of governance and fiduciary duties, handling critical and dissenting suggestions, etc.

The parameters for the performance evaluation of the Directors include contribution made at the Board meeting, attendance, instances of sharing best and next practices, domain knowledge, vision, strategy, engagement with senior management, etc.

The Chairperson(s) of the respective Committees based on feedback received from the Committee members on the outcome of performance evaluation exercise of the Committee, shares a report to the Board.

The Independent Directors at their separate meeting review the performance of: non-independent directors and the Board as a whole, Chairperson of the Company after taking into account the views of Executive Director and non-executive directors, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Based on the outcome of the performance evaluation exercise, areas have been identified for the Board to engage itself with and the same would be acted upon.

The details of the evaluation process are set out in the Corporate Governance Report which forms a part of this Annual Report.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board are familiarized with the operations and functioning of the Company. The details of the training and familiarization program are provided in the Corporate Governance report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable Accounting Standards and Schedule III of the Act, 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, 2020 and of the profits of the Company for the financial year ended 31st March, 2020;
- 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 were followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis as stipulated under the Listing Regulations is presented in a separate section forming part of this Annual Report.

AUDITORS AND AUDITORS' REPORT Statutory Auditor

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), were appointed as Statutory Auditors of the Company at the 70th AGM held on 28th June, 2016, to hold office till the conclusion of the 75th AGM.

M/s. Deloitte Haskins & Sells LLP has confirmed that they are not disqualified from continuing as Auditors of the Company.

Board's Report (Contd.)

The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2020. The Auditors' Report for the financial year ended 31st March, 2020 on the financial statements of the Company is a part of this Annual Report.

Cost Auditor

The Company has maintained cost records for certain products as specified by the Central Government under sub-section (1) of Section 148 of the Act. M/s. R A & Co., Cost Accountants, (Firm Registration No. 000242) carried out the cost audit for applicable businesses during the financial year 2019 - 20.

The Board of Directors of the Company, on the recommendations made by the Audit Committee, have appointed M/s. RA & Co., Cost Accountants, (Firm Registration No. 000242) as the Cost Auditor of the Company to conduct the audit of cost records of certain products for the financial year 2020 - 21. M/s. RA & Co., being eligible, have consented to act as the Cost Auditors of the Company for the FY 2020 - 21.

The remuneration proposed to be paid to the Cost Auditor, subject to ratification by the members of the Company at the ensuing 74th AGM, would not exceed ₹ 8 lakhs (Rupees Eight Lakhs only) excluding taxes and out of pocket expenses, if any.

Secretarial Auditor

The Board of Directors of the Company has appointed Dr. K R Chandratre, Practicing Company Secretary (Certificate of Practice No. 5144), as the Secretarial Auditor to conduct an audit of the secretarial records for the financial year 2020 – 21. The Company has received consent from Dr. K. R. Chandratre to act as the auditor for conducting audit of the secretarial records for the financial year ending 31st March, 2021.

The Secretarial Audit Report for the financial year ended 31st March, 2020 under Act, read with Rules made thereunder and Regulation 24A of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in the Annexure [C-1] to this report.

The Secretarial Compliance Report for the financial year ended 31st March, 2020, in relation to compliance of all applicable SEBI Regulations/circulars/ guidelines issued thereunder, pursuant to requirement of Regulation 24A of Listing Regulations, is set out in Annexure [C-2] to this report. The Secretarial Compliance Report has been voluntarily disclosed as part of Annual Report as good disclosure practice.

The Secretarial Audit Report and/or Secretarial Compliance Report does not contain any qualification, reservation or adverse remark.

COMMITTEES

As on 31st March, 2020, the Board has six committees: Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Shareholders Committee.

During the year, all recommendations made by the committees were approved by the Board.

A detailed note on the composition of the Board and its committees is provided in the Corporate governance report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the financial year ended 31st March, 2020, the Company incurred CSR Expenditure of ₹ 74.64 crores (Rupees seventy four crores and sixty four lakhs). The CSR initiatives of the Company were under the thrust area of health & hygiene, education, water management and vocational training. The CSR Policy of the Company is available on the website of the Company at <https://www.asianpaints.com/about-us.html>.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2020, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in Annexure [D] to this report.

The Company has committed ₹ 35 crores towards COVID-19 pandemic related relief activities, out of which ₹ 15 crores was spent as CSR in the FY 2019-20. The contribution was made to the Central as well as other Disaster Relief State funds to combat COVID-19 pandemic.

CORPORATE GOVERNANCE REPORT AND BUSINESS RESPONSIBILITY REPORT

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance and a Business Responsibility Report as per Regulation 34 of the Listing Regulations, detailing the various initiatives taken by the Company on the environmental, social and governance front forms part of this Annual Report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return of the Company as on 31st March, 2020 in Form MGT - 9 in accordance with

Section 92 (3) of the Act read with Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.asianpaints.com/more/investors/financial-results.html> and is set out in Annexure [E] to this Report.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered into by the Company during the year under review with Related Parties were in ordinary course of business and on arm's length basis in terms of provisions of the Act.

The Company's Policy on dealing with and Materiality of Related Party Transactions is available on the website of the Company at <https://www.asianpaints.com/more/investors/policies-programs.html>.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with and materiality of Related Party Transactions and the Related Party Framework, formulated and adopted by the Company. During the year under review, the Related Policy Framework was suitably amended to give effect to the changes in the relevant provisions of law.

There are no materially significant related party transactions that may have potential conflict with interest of the Company at large. There are no person(s) or entities forming part of the Promoter(s)/Promoter(s) Group which individually hold 20% or more shareholding in the Company.

The details of the related party transactions as per Indian Accounting Standards (IND AS) - 24 are set out in Note 43 to the Standalone Financial Statements of the Company.

The Company in terms of Regulation 23 of the Listing Regulations submits within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges. The said disclosures can be accessed on the website of the Company at <https://www.asianpaints.com/more/investors.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 the Annexure [F] to this report.

LOANS AND INVESTMENTS

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules,

2014, as on 31st March, 2020, are set out in Note 37(B) to the Standalone Financial Statements of the Company.

RISK MANAGEMENT

The Company operates in a volatile, uncertain, complex and ambiguous (VUCA) world with rapid changes. These changes bring a mix of opportunities and uncertainties impacting the Company's objectives. Risk Management, which aims at managing the impact of these uncertainties, is an integral part of the Company's strategy setting process. The Company regularly identifies these uncertainties and after assessing them, devises short-term and long-term actions to mitigate any risk which could materially impact the Company's long-term goals.

The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits.

Mitigation plans to significant risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership.

The Company endeavors to continually sharpen its Risk Management systems and processes in line with a rapidly changing business environment. The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Annual Report.

The Board of Directors of the Company on the recommendation of the Risk Management Committee has developed risk management policy for the Company which articulates the Company's approach to address the uncertainties in its endeavour to achieve its stated and implicit objectives.

VIGIL MECHANISM

The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by 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 for managing an 'Ethics Hotline' which can be used to, inter alia, report any instances of financial irregularities, breach of code of conduct, abuse of authority, disclosure of financial / unpublished price sensitive information other than for legitimate purposes, unethical / unfair actions concerning

Board's Report (Contd.)

Company vendors / suppliers, mala-fide manipulation of Company records, discrimination to the Code of Conduct in an anonymous manner.

The Policy also provides protection to the directors, employees and business associates who report unethical practices and irregularities.

Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy.

The Whistle Blower Policy of the Company can be accessed at website of the Company at <https://www.asianpaints.com/more/investors/policies-programs.html>.

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 (hereinafter referred to as "Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committees has also been set up to redress any such complaints received.

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

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

Complaints of sexual harassment received during the financial year 2019-20 by the Company were investigated in accordance with the procedures prescribed and adequate steps were taken to resolve them.

INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

Internal financial control over financial reporting have been designed to provide reasonable assurance with regards to recording and providing reliable financial information and complying with applicable accounting standards. These controls are reviewed periodically, and the Company continuously tries to automate these controls to increase its reliability.

The Company uses an established ERP system of SAP S/4 HANA to record day to day transactions for accounting and financial reporting. The ERP system is configured to ensure all transactions are integrated seamlessly with the underlying books of account.

During the year, the Company upgraded its core Navision based ERP system to the latest SAP S/4 HANA version for its International business units except subsidiaries in South Pacific. All key internal controls over financial reporting were thoroughly tested along with the core functionalities before migrating to the new system.

The Shared Services Center (SSC) further increased the coverage of digital invoice processing during the year. This has made the process touchless and seamless. Necessary validations built in ensures compliance to statutes and internal policies are adhered to.

The Company has invested in an RPA (Robotic Process Automation) to help in doing the GST reconciliation with the data uploaded by the vendors. This has brought about significant efficiencies and enabled the Company to follow up with the vendors in a timely manner so that GST credits taken are not lost.

The Company has a well-defined and documented delegation of authority with specified limits for approval of expenditure, both capital and revenue. The Company has workflows to ensure adherence to the delegation of authority.

The Company has a commercial manual which lays down certain principles and procedures that are to be followed in commercial & purchase contracts transactions across the Company. The SSC verifies the compliance to commercial manual before clearing the payments.

The Company periodically tracks all amendments to Accounting Standards and makes changes to the underlying systems, processes and financial controls to ensure adherence to the same. All resultant changes to the policy and impact on financials are disclosed after due validation with the Audit Committee.

Corporate accounts function is actively involved in designing large process changes as well as validating changes to IT systems that have a bearing on the books of account.

The Company gets its Standalone financial statements audited every quarter by its Statutory Auditors. The policies to ensure uniform accounting treatment are prescribed to the subsidiary companies as well. International subsidiaries provide information required for consolidation of accounts in the format prescribed by the Company. The accounts of the subsidiary and joint venture companies are audited and certified by their respective Statutory Auditors for consolidation.

OTHER DISCLOSURES

- a. There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2019-20 and the date of this report;
- b. During the year under the review, there was no change in the nature of business of the Company.

In the beginning of financial year 2020-21, the Company has expanded its health and hygiene segment by the launch of Viroprotek range of hand sanitisers and Surface disinfectants. This was with a view to address the growing requirement of hand and surface sanitizers for increased protection and assist the Government in fighting against the COVID-19 pandemic;

- c. During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014;
- d. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;
- e. There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future;
- f. The Competition Commission of India has passed a *prima facie* Order dated 14th January, 2020, directing the Director General to cause an investigation against the Company, under the provisions of Section 26(1) of the Competition Act, 2002.

This Order is for initiating an investigation against the Company under the relevant provisions of the Competition Act, but it in no way affects the going concern status of the Company;

- g. The Managing Director & CEO of the Company has not received any remuneration or commission from any of the subsidiary companies. Further the Company doesn't have any holding Company;

- h. None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Act;
- i. The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Act read with the Companies (Accounts) Rules, 2014, is set out in the Annexure [G] to this report;
- j. The Company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/ Directors;
- k. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- l. The Company has not issued any sweat equity shares to its directors or employees; and
- m. There was no revision of financial statements and Boards report of the Company during the year under review.

APPRECIATION

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

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

For and on behalf of the Board of Directors

Ashwin Dani
Chairman
(DIN: 00009126)

Place: Mumbai
Date : 23rd June, 2020

Annexure (A) to Board's Report

Dividend Distribution Policy of the Company

[Approved by the Board of Directors at their meeting held on 25th October, 2016]

INTRODUCTION

This Policy is called "Asian Paints Limited – Dividend Distribution Policy" (hereinafter referred to as "this Policy") and shall be effective from 25th October, 2016 ("Effective Date").

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Asian Paints Limited (hereinafter referred to as "the Company") is required to frame this Policy.

POLICY

This policy aims at ensuring compliance with the provisions of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The Company would, *inter alia*, consider the following financial parameters and/or internal & external factors before declaring dividend(s) or recommending dividend(s) to the shareholders:

- Current year profits arrived at after providing for depreciation in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder; and/or
- Profits from any of the previous financial year(s) arrived at after providing for depreciation in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder;
- Fund requirements to finance the working capital needs of the business;
- Opportunities for investments of the funds of the Company to capture future growth in the industry, e.g. capital expenditure, network expansion, etc;

- Funding requirements for any organic and inorganic growth opportunities to be pursued by the Company;
- Optimal free cash to fund any exigencies, if any;
- Prevailing legal requirements, regulatory conditions or restrictions laid down under the applicable laws including tax laws.

In case the Board proposes not to distribute the profit; the grounds thereof and information on utilisation of the retained earnings, if any, shall be disclosed to the shareholders in the Board's Report forming part of Annual Report of the Company.

The CFO jointly with the MD & CEO of the Company shall suggest any amount to be declared / recommended as Dividend to the Board of Directors of the Company, taking into account the aforementioned parameters.

Parameters adopted w.r.t. various classes of shares:

The Company has only one class of shares referred to as equity shares of the face value of Re. 1 each, forming part of its Issued, Subscribed and Paid – up share capital.

Dividend (including interim and/or final) would be declared and paid to equity shareholders at the rate fixed by the Board of Directors of the Company. Final dividend proposed by the Board of Directors, if any, would be subject to the approval of the shareholders at the Annual General Meeting.

AMENDMENTS TO THE POLICY

The Company is committed to continuously reviewing and updating our policies and procedures. Therefore, this policy is subject to modification. Any amendment(s) of any provision of this policy shall be carried out by persons authorized by the Board in this regard.

Annexure (B) to Board's Report

Statement of disclosure of remuneration

[Pursuant to Section 197 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 KMP of the Company for the financial year 2019-20 is as follows:

Name	Designation	Remuneration (in ₹)	Ratio of Remuneration to the Median Remuneration *	Percentage Increase/Decrease in the Remuneration
Ashwin Dani	Non-Executive Chairman	43,25,000	4.83	(8.66)
Manish Choksi®	Non-Executive Vice Chairman	33,50,000	3.74	NA
Abhay Vakil	Non-Executive Director	37,90,000	4.23	(9.50)
KBS Anand^#	Managing Director & CEO	14,40,76,776	160.96	22.02
Malav Dani	Non-Executive Director	30,80,000	3.44	(12.00)
Amrita Vakil	Non-Executive Director	29,30,000	3.27	(8.72)
Jigish Choksi§	Non-Executive Director	29,00,000	3.24	NA
Deepak Satwalekar	Independent Director	33,50,000	3.74	(8.97)
S. Sivaram	Independent Director	30,10,000	3.36	(5.05)
M. K. Sharma	Independent Director	36,70,000	4.10	(13.03)
Vibha Paul Rishi	Independent Director	29,00,000	3.24	(11.59)
R. Seshasayee	Independent Director	32,30,000	3.61	(3.00)
Suresh Narayanan§	Independent Director	30,20,000	3.37	NA
Pallavi Shroff§	Independent Director	28,00,000	3.13	NA
Jayesh Merchant *** (Upto 26 th November, 2019)	CFO & Company Secretary, President - Industrial JVs	5,99,04,432	NA	NA
R J Jeyamurugan ** (w.e.f. 27 th November, 2019)	CFO & Company Secretary	60,57,853	NA	NA

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2019-20 and include sitting fees paid to Directors during the financial year.
- The remuneration to Directors is within the overall limits approved by the shareholders of the Company.
- * Median remuneration for the financial year 2019-20 is ₹ 8,95,096 (Rupees eight lakhs ninety five thousand and ninety six Only).
- ® Percentage increase/decrease is not reported for the remuneration paid to Mr. Manish Choksi as he was appointed with effect from 22nd October, 2018 i.e. for the part of the financial year 2018-19.
- ^ Mr. KBS Anand retired as Managing Director and CEO w.e.f. 31st March, 2020. Mr. Amit Syngle was appointed as the Additional Director/Managing Director and CEO w.e.f. 1st April, 2020.
- § Percentage increase/decrease in remuneration is not reported as they were appointed with effect from 1st April, 2019.
- # The remuneration paid to Mr. KBS Anand, ex-Managing Director & CEO of the Company and Mr. Jayesh Merchant, ex-CFO & Company Secretary, President - Industrial JVs of the Company for the FY 2019-20 does not include the amount paid towards Gratuity and Leave Encashment (retiral benefits) of ₹ 6,36,43,454 (Rupees six crores thirty six lakhs forty three thousand and four hundred fifty four only) and ₹ 4,17,71,086 (Rupees four crores seventeen lakhs seventy one thousand and eighty six only), respectively. The total remuneration paid to Mr. K.B. S. Anand and Mr. Jayesh Merchant for the FY 2019-20 including retiral benefits is ₹ 20,77,20,230 (Rupees twenty crores and seventy seven lakhs twenty thousand two hundred and thirty) and ₹ 10,16,75,518 (Rupees ten crores sixteen lakhs seventy five thousand five hundred and eighteen), respectively.
- **The remuneration paid to Mr. Jayesh Merchant and Mr. R J Jeyamurugan is for part of the year. Accordingly, the percentage increase/decrease in their remuneration and ratio of remuneration to median remuneration is not reported.
- The median remuneration of all employees per annum was ₹ 8,95,096 (Rupees eight lakhs ninety five thousand and ninety six) and ₹ 8,34,376 (Rupees eight lakhs thirty four thousand three hundred and seventy six), for the financial year 2019-20 and 2018-19, respectively. The increase in median remuneration of employees for the financial year 2019-20, as compared to financial year 2018-19, is 7%.
- The average salary of all employees (other than Key Managerial Personnel) per annum was ₹ 13,45,882 (Rupees thirteen lakhs forty five thousand eight hundred and eighty two) and ₹ 12,16,367 (Rupees twelve lakhs sixteen thousand three hundred and sixty seven) for the financial year 2019-20 and 2018-19, respectively. The increase in average salary of employees for the financial year 2019-20, as compared to financial year 2018-19, is 11%.
- The increase in remuneration of employees other than the Key Managerial Personnel is considerably in line with the increase in remuneration of Key Managerial Personnel.

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

B. Number of permanent employees on rolls of the Company as on 31st March, 2020:

	No. of employees
Executive/Manager cadre	1,140
Staff	3,969
Operators/Workmen	1,641
Total	6,750

C. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:

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 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 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is available on the website of the Company at <https://www.asianpaints.com/more/investors/financial-results.html>.

Annexure (C-1) to Board's Report

Secretarial Audit Report for the Financial Year ended 31st March, 2020

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') 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. [There were no Foreign Direct Investment and External Commercial Borrowing transactions in the Company, 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) Regulations, 2014 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback 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 Environment (Protection) Act, 1986.
 - (b) Air (Prevention and Control of Pollution) Act, 1981 and Air (Prevention and Control of Pollution) Rules, 1982.
 - (c) Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules 1975.

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

- (d) Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
- (e) The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and the 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 22 January, 2020, approved the Scheme of amalgamation of Reno Chemicals Pharmaceuticals & Cosmetics Private Limited ("Transferor Company"), wholly owned subsidiary of the Company with Asian Paints Limited ("Transferee Company") in accordance with the provisions of sections 230 to 232 of the Companies Act, 2013 and other applicable provisions and laws, subject to necessary statutory and regulatory approvals, including approval of the Hon'ble National Company Law Tribunal, Mumbai (NCLT). The matter was heard by the Hon'ble NCLT and along with other procedural orders, dispensed with the meetings of the equity shareholders and creditors of the Transferee Company.

Dr. K. R. Chandratre

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

UDIN: F001370B000371102

Place: Pune

Date : 23rd June, 2020

Annexure (C-2) to Board's Report

Secretarial compliance report for the Financial Year ended 31st March, 2020

[Pursuant to requirements of Regulation 24A of the Listing Regulation]

I have examined:

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

for the year ended **31 March, 2020** ("Review Period") in respect of compliance with the provisions of :

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (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 (Buyback 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) Regulations, 2014 (Not applicable to the Listed Entity during the Review Period);

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Listed Entity during the Review Period);

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Listed Entity during the Review Period);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; 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 maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No action has been taken against the listed entity / its promoters / directors / material subsidiaries, if any either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: - Not applicable

Further, in terms of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries, the listed entity has suitably modified the terms of appointment of the auditor to give effect to clause 6(A) and 6(B) of the circular.

Dr. K. R. Chandratre

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

UDIN: F001370B000371124

Place: Pune

Date : 23rd June, 2020

Annexure (D) to Board's Report

Annual Report on Corporate Social Responsibility (CSR) activities

[Pursuant to Section 135 of the Companies Act, 2013]

1. A brief outline of Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web – link to CSR Policy and projects or programs:

Asian Paints' is committed to playing a larger role to bring tangible difference in the lives of communities we work with. The Company has structured interventions in the areas of (i) promoting education, including special education, & livelihood projects to reduce drop-out rates & enhance livelihood (ii) creating employability & enhance dignity of the painter community (iii) enabling access to quality, primary health care services (iv) ensuring environmental sustainability by conserving natural resources with a focus on water conservation, replenishment and recharge.

The Company has formulated a CSR 2025 Vision with a year-on-year implementation roadmap. The programme is poised to achieve breakthroughs and is embedded on the tenets of trust, care and fairness.

The employee volunteering teams are made keeping in mind parameters of empathy, expertise, time and effort. Additionally, activities are also mapped out in terms of the intensity of engagement. For instance, one-time contributions are required for programmes, such as Give India, donation drives, Plogging, among others. Whereas interventions, such as Naya Savera, Me Superhero, Pro-bono volunteering, audio book recordings require more regular and rigorous participation.

Some of the programmes where employees volunteered during the year are as follows:

- Audiobook recording for visually impaired children;
- Participating in a free, online quiz game with multiple choice questions where the more one plays, the more quantities of free rice is donated to families in need;
- A clean-up marathon called Plogging where employees were asked to pick up trash from the streets while jogging; and
- Expressions, an exciting opportunity to work with school children, plan their learning activities and develop scientific academic models.

COVID-19 relief

The outbreak of the COVID-19 pandemic around the world has had a destabilizing impact on business operations. As a responsible and caring Company, we have worked to mitigate the effects of the crisis with agile responses. The Company has committed ₹ 35 crores towards COVID – 19 pandemic related relief activities, out of which ₹ 15 crores was spent as CSR in the FY 2019-20. We are also working with NGOs for distribution of COVID-19 safety kits and other essentials among communities.

A brief overview of the projects undertaken during the year is as follows:

- (i) Promoting education, including special education & livelihood projects to reduce drop-out rates & enhance livelihood

Our academic programmes are designed to improve learning outcomes through various activities focused on digital literacy, learning management system and virtual classes. It includes supporting the basic infrastructure ecosystem to enable quality education. Some of the initiatives undertaken for the cause include: Gyan Shakti programme for school adoption, Naya Savera, Project Udaan for enhancing employability and TABLAB for digital literacy through learning management systems.

- (ii) Creating employability & enhance dignity of the painter community

The Company is invested in inclusive growth and believes that everyone should be given a fair chance at a dignified life. Our aim with this endeavour is to hone talents in India, so that the nation may become a hub for outstanding skills in the paint application and other allied trades. We are committed to this mission and are contributing towards upskilling those with an inherent predilection for the work. Our training programmes cover a multitude of subjects, such as designer finishes, emulsions, metal care, mechanisation, water proofing, wood finishes and wallpaper installation. This helps painters connect with lucrative professional opportunities in the industry. Our Colour Academies are equipped with contemporary facilities to provide hands-on experience to the participants. During the year, we initiated upskilling programs for plumbers and carpenters as well.

The skill development programmes undertaken at the Colour Academy impart knowledge and expertise in the following ways:

- Vocational training;
 - Technical knowledge distribution;
 - Productivity and livelihood; and
 - Value creation through impactful people solutions.
- (iii) Enabling access to quality, primary health care services

With our integrated healthcare initiatives, we are making primary healthcare accessible for all. We also focus on raising awareness on government schemes and referrals for advance treatment to aid the uninitiated. We launched women's health sensitisation initiatives across locations. Additionally, we are working to elevate living conditions among communities. Under the health and hygiene programme, we are, *inter alia*, running the following projects:

- Static clinics:

In the year under review, we established four static clinics near our manufacturing locations (Mysuru, Patancheru, Kasna, Khandala), in association with Piramal Swasthya. The static clinics address RMNCH+A (reproductive, maternal, newborn and child health + adolescent), non-communicable and communicable diseases, eye-care and general OPD through screening and identification, ante-natal services, post-natal check-ups, awareness on hygiene and dental examinations. The clinic also provides free laboratory examinations for random blood sugar, urine, haemoglobin, malaria, pregnancy. Additionally, eye test for visual acuity, lipid profile, among other concerns are also addressed.

- Mobile Medical Units (MMUs)

Our MMUs help us reach out to communities across Kasna, Rohtak, Patancheru, Sriperumbudur, Vizag, Khandala, Mysuru. In association with HelpAge, we established 6 units across plant locations and one in Visakhapatnam with Piramal Swasthya. Our MMUs provide consultations, free

medicines, basic diagnostics, referral to government hospitals, among others.

- Safar

Safar, one of our healthcare initiatives, is directed towards improving health awareness and medical care facilities among truck drivers.

- (iv) Ensuring environmental sustainability by conserving natural resources with a focus on water conservation, replenishment and recharge

The Company has drafted a Water Vision for itself with an intention to making all our manufacturing locations water secure. The Company is engaged with helping communities around our manufacturing locations to conserve water by developing integrated watershed management.

Some of the interventions undertaken are as follows:

- Installing rooftop rainwater harvesting units and recharge systems in villages and schools;
- Influencing irrigation practices and awareness on conservation of water in the farmer community;
- Recycling and reusing wastewater;
- Identifying water bodies near our locations that need rejuvenating;
- Construction activities to increase capacity for surface water storage; and
- Desilting of surrounding lakes and ponds.

The details of CSR initiatives and the CSR Policy are available on the website of the Company at <https://www.asianpaints.com/about-us.html>.

2. Composition of the CSR Committee:

As on 31st March, 2020, the CSR Committee comprised of Mr. Malav Dani, (Chairman), Mrs. Vibha Paul Rishi, Ms. Amrita Vakil and Mr. K. B. S. Anand. Mr. K. B. S. Anand ceased to be a member of the Committee w.e.f. 31st March, 2020 and Mr. Amit Syngle was appointed as a Member of the Committee w.e.f. 1st April, 2020.

Mr. R J Jeyamurugan acts as Secretary to the CSR Committee.

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

Particulars	₹ in Crores
3. Average Net Profit of the Company for last 3 financial years:	2,875.26
4. Prescribed CSR Expenditure (2% of this amount as in Sr. No. 3 above):	57.51
5. Details of CSR Spent for the financial year 2019-20:	
a. Total amount spent for the financial year:	74.64
b. Amount unspent, if any:	Nil

c. Manner in which the amount spent during the financial year is detailed below:

₹ in Crores							
CSR projects / Activities	Sector in which the Project is covered	Location where project is undertaken Local Area, (District, State)	Amount outlay (budget) Project / Programs wise	Amount Spent on the Projects or Programs:		Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency **
				1. Direct Expenditure	2. Overheads*		
<ul style="list-style-type: none"> School adoption and infrastructural development Capacity development of teachers and children through digital literacy and behavioral skills training Development programme for school drop outs Upgrading of differently abled schools Providing education to enhance employability skill Granting scholarships for higher education, etc. 	Education	Tamil Nadu (Cuddalore, Tiruvallur District, Sriperumbudur, Kanchipuram District, Chennai), Maharashtra (Khandala, Satara District, Mumbai District, Navi Mumbai District), Gujarat (Ankleshwar, Bharuch District), Uttar Pradesh (Kasna, Gautam Buddha Nagar District), Haryana (Rohtak District), Telangana (Patancheru, Medak District), Karnataka (Mysore, Bangalore, Nanjangud district), Andhra Pradesh (Atchutapuram, Visakhapatnam district), Himachal Pradesh (Solang), West Bengal (Kolkata)	10.41	10.41	0.00	10.41	Direct and through implementing agency
<ul style="list-style-type: none"> Providing primary healthcare support through static clinics and mobile medical units and free medical camps for rural communities Establishing rehabilitation centres and hospital laboratories Provisioning ambulances Implementing sanitation projects Running awareness programmes for communities on health and hygiene Facilitating the ongoing programme 'Safar' to improve health and awareness among truck drivers Providing access to potable water 	Health & Hygiene	Maharashtra (Santacruz, Mumbai District, Turbhe, Thane District), Gujarat (Ankleshwar, Bharuch District), Uttar Pradesh (Kasna, Gautam Buddha Nagar District), Haryana (Rohtak District), Tamil Nadu (Cuddalore, Tiruvallur District, Sriperumbudur, Kanchipuram District), Telangana (Patancheru, Medak District), Karnataka (Mysore, Nanjangud district), Andhra Pradesh (Atchutapuram, Visakhapatnam district)	8.22	8.22	0.00	8.22	Direct and through implementing agency
<ul style="list-style-type: none"> Disaster Relief & Rehabilitation Support Contribution to various State Disaster Management Authorities & PM CARES Fund to combat the COVID-19 pandemic 	Disaster Management	Odisha, Assam, Bihar, Karnataka, Telangana, Tamil Nadu, Maharashtra (Kolhapur, Sangli & Satara district), Pan India (For PM CARES)	15.96 [#]	15.96 [#]	0.00	15.96 [#]	Direct and through implementing agency

₹ in Crores

CSR projects / Activities	Sector in which the Project is covered	Location where project is undertaken Local Area, (District, State)	Amount outlay (budget) Project / Programs wise	Amount Spent on the Projects or Programs:		Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency **
				1. Direct Expenditure	2. Overheads*		
<ul style="list-style-type: none"> • Skilling and vocational training • Technical knowledge distribution • Productivity and livelihood enhancement for dignified living 	Vocational Training Program	Maharashtra (Mumbai, Nagpur, Aurangabad & Pune District), Karnataka (Bengaluru District), Telangana (Hyderabad District), Tamil Nadu (Chennai & Madurai District), West Bengal (Kolkata & Burdwan District), Gujarat (Ahmedabad District), Uttar Pradesh (Lucknow, Varanasi, Kanpur, Ghaziabad, Gorakhpur & Agra District), Madhya Pradesh (Jabalpur & Bhopal District), Rajasthan (Jaipur District), Punjab (Ludhiana District), Kerala (Kozhikode District), Odisha (Bhubaneswar District), Uttaranchal (Dehradun District), Delhi, Chandigarh and Jammu & Kashmir	29.80	26.07	3.73	29.80	Direct
<ul style="list-style-type: none"> • Promoting integrated watershed development in areas around our manufacturing locations including desilting lakes and installing rooftop rainwater harvesting units and recharge systems in villages and schools 	Water	Maharashtra (Khandala, Satara District), Gujarat (Ankleshwar, Bharuch District), Uttar Pradesh (Kasna, Gautam Buddha Nagar District), Haryana (Rohtak District), Tamil Nadu (Cuddalore, Tiruvallur District, Sriperumbudur, Kanchipuram District), Telangana (Patancheru, Medak, Ranga Reddy District), Karnataka (Mysore, Nanjangud district), Andhra Pradesh (Atchutapuram, Visakhapatnam district)	10.25	10.25	0.00	10.25	Direct and through implementing agency
TOTAL			74.64	70.90	3.73	74.64	

Notes:

- * The amount of overheads is restricted to 5% of total CSR spend for the FY 19-20. Total CSR overheads incurred by the Company during FY 19-20 is ₹ 6.29 crores. Total CSR cost including uncapped overheads for FY 19-20 is ₹ 77.19 crores.
- # Includes ₹15 Crores as contribution by the Company to Central & State Government towards COVID-19 which qualify as CSR expenses, sanctioned by the Board in March, 2020.
- ** Details of the Implementing agencies: Aarambh, Ace Education Trust, ActionAid Association, Aga Khan Rural Support Programme, Akash Ganga Trust, Ambuja Cement Foundation, Ankleshwar Industrial Development Society (AIDS), Bosconet, Child Survival India, Deepalaya, DHAN (DEVELOPMENT OF HUMAN ACTION) FOUNDATION, Empower Foundation, Enable advisory – Pahal, Forum for Organised Resource Conservation and Enhancement (FORCE), Hand in Hand India, Head Held High Foundation, HelpAge India, Isha Foundation, Janseva Charitable Trust, JSS Mahavidyapitha Polytechnic, K.M. SANTHANAM EDUCATIONAL TRUST, Kaka-Ba and Kala Budh Public Charitable Trust, Ladli Foundation Trust, Learning Links Foundation, National Agro Foundation (NAF), NIIT Foundation, Piramal Swasthya Management and Research Institute, PM CARES Fund, Pratham Education Foundation, Sevalaya, Smart Andhra Pradesh Foundation, Sri Lakshmi Hayagriva Trust, Subedar Mulla Reddy Association for Needy (SMARAN), Vanarai Foundation, World Vision India, Grassroots research and advocacy movement (GRAAM), Karnataka State Disaster Management Authority, Telangana State Disaster Management Authority, Tamil Nadu State Disaster Management Authority.

6. The CSR Committee confirms that the implementation and monitoring of the CSR activities is in compliance with the CSR objectives and CSR Policy of the Company.

For and on behalf of the CSR Committee

Malav Dani
Chairman
CSR Committee
(DIN: 01184336)

Amit Syngle
Managing Director & CEO
(DIN: 07232566)

Place : Mumbai
Date : 23rd June, 2020

Annexure (E) to Board's Report

Extract of Annual Return in Form MGT-9 as at 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I Registration and Other Details

i)	CIN	L24220MH1945PLC004598
ii)	Registration Date	24 th October, 1945
iii)	Name of the Company	Asian Paints Limited
iv)	Category / Sub Category of the Company	Public Company / Limited by shares / Company having share capital
v)	Address of the Registered Office and Contact Details	Asian Paints Limited 6A, Shantinagar, Santacruz (East), Mumbai – 400 055 Maharashtra, India. Tel No.: (022) 6218 1000 Email: investor.relations@asianpaints.com Website: www.asianpaints.com
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes

Details of the Stock Exchanges where shares are listed:

Sr. No.	Stock Exchange(s)	Stock Code(s)
1.	BSE Limited (BSE)	500820
2.	The National Stock Exchange of India Limited (NSE)	ASIANPAINT

vii) Name and Address of Registrar & Transfer Agent (RTA)

Name	TSR Darashaw Consultants Private Limited (Formerly known as TSR Darashaw Limited)
Address	6, Haji Moosa Patrawala Industrial Estate, Near Famous Studio 20, Dr. E Moses Road, Mahalaxmi
Town/City	Mumbai
State	Maharashtra
Pin Code	400 011
Telephone with STD Area Code Number	(022) 6656 8484
Toll Free Number	1800 2100 124
Fax Number	(022) 6656 8494
Email Address	csg-unit@tsrdarashaw.com

II Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main Products/Services	NIC of the Product/Service	% to total turnover of the Company
1.	Paints, Varnishes, Enamels or Lacquers	20221	98.32

III Particulars of Holding, Subsidiary and Associate companies

[No. of companies for which information is being filled] – 26

Sr. No.	Name and address of the Company	Corporate Identity Number/ Global Location Number	Subsidiary/ Associate	% of shares held	Applicable Sections of Companies Act, 2013
1.	Asian Paints Industrial Coatings Limited 6A, Shantinagar, Santacruz (East), Mumbai–400 055, Maharashtra, India	U24220MH2001PLC133523	Subsidiary	100	2(87)
2.	Reno Chemicals Pharmaceuticals and Cosmetics Private Limited* 6B, Shantinagar, Santacruz (East), Mumbai – 400 055, Maharashtra, India	U24110MH1972PTC015839	Subsidiary	100	2(87)
3.	Maxbhum Developers Limited Plot No. 5, Gaiwadi Industrial Estate, S.V. Road, Goregaon (West), Mumbai - 400062, Maharashtra, India	U45400MH2007PLC175925	Subsidiary	100	2(87)
4.	Sleek International Private Limited 301/302, 3 rd Floor, D & G Wing Lotus Corporate Park Off Western Express Highway Opp. S.R.P.F. ground, Goregaon (East), Mumbai 400 063, Maharashtra, India	U31300MH1993PTC070859	Subsidiary	100	2(87)
5.	Asian Paints (Nepal) Private Limited Hetauda Industrial Estate, Hetauda-8, Makwanpur, Nepal	-	Subsidiary	52.71	2(87)
6.	Causeway Paints Lanka (Private) Limited No:15, Noel Mendis Mawatha, Modarawila Industrial Estate Panadura, Sri Lanka	-	Subsidiary	100	2(87)

Sr. No.	Name and address of the Company	Corporate Identity Number/ Global Location Number	Subsidiary/ Associate	% of shares held	Applicable Sections of Companies Act, 2013
7.	Asian Paints (Bangladesh) Limited Plot No. 317 & 757, Bahadurpur, Gazipur, Bangladesh.	-	Subsidiary	89.78	2(87)
8.	Asian Paints (Lanka) Limited 81, Korawella Road, Moratuwa, Sri Lanka.	-	Subsidiary	99.18	2(87)
9.	Asian Paints (Middle East) LLC P.O. Box 462, AlKhawair, Postal Code 133, Muscat, Sultanate of Oman	-	Subsidiary	49	2(87)
10.	Asian Paints (South Pacific) Pte Limited Fiji, 7-9-11, Ruve Place, Tavakubu, P.O. Box 694, Lautoka, Fiji Islands	-	Subsidiary	54.07	2(87)
11.	Asian Paints (Solomon Island) Limited P O Box R 156, Ranadi Post Office, Honiara, Solomon Islands	-	Subsidiary	75	2(87)
12.	Asian Paints (Tonga) Limited Small Industrial Area, Nuku'alofa, Tonga	-	Subsidiary	100	2(87)
13.	Asian Paints (Vanuatu) Limited Fr. Lini Highway, Port Vila, Vanuatu	-	Subsidiary	60	2(87)
14.	Samoa Paints Limited P. O. Box 3037, Apia, Samoa	-	Subsidiary	80	2(87)
15.	SCIB Chemical S.A.E 6 th October City, 4 th Industrial Zone, Area (1/3/B)/B, Egypt	-	Subsidiary	60	2(87)
16.	Asian Paints International Private Limited 22, Benoi Sector, Singapore 629854	-	Subsidiary	100	2(87)
17.	Berger Paints Bahrain W.L.L. Building 412, Block 601, Road 108 P O Box 26688, Manama, Kingdom of Bahrain	-	Subsidiary	100	2(87)
18.	Berger Paints Emirates LLC P O Box: 27524, Dubai, UAE	-	Subsidiary	100	2(87)
19.	Kadisco Paint & Adhesive Industry S.C. P. O. Box 120919, Akaki/Kality Sub City, Wereda 05, Addis Ababa, Ethiopia	-	Subsidiary	51	2(87)
20.	PT Asian Paints Indonesia Marquee Office, 17 th Floor, Pondok Indah Office Tower 3, Jl Sultan Iskandar Muda Kav. V-TA, Jakarta - 12310, Indonesia	-	Subsidiary	100	2(87)
21.	PT Asian Paints Color Indonesia Marquee Office, 17 th Floor, Pondok Indah Office Tower 3, Jl Sultan Iskandar Muda Kav. V-TA, Jakarta - 12310, Indonesia	-	Subsidiary	100	2(87)
22.	Enterprise Paints Limited 6 th Floor, Victory House, Prospect Hill, Douglas, Isle of man / M1 IEQ	-	Subsidiary	100	2(87)
23.	Nirvana Investments Limited 6 th Floor, Victory House, Prospect Hill, Douglas, Isle of man / M1 IEQ	-	Subsidiary	100	2(87)
24.	Universal Paints Limited 6 th Floor, Victory House, Prospect Hill, Douglas, Isle of Man / M1 IEQ	-	Subsidiary	100	2(87)
25.	Asian Paints PPG Private Limited 6A, Shantinagar, Santacruz (East), Mumbai - 400055, Maharashtra, India	U24110MH2011PTC220557	Associate	50	2(6)
26.	PPG Asian Paints Private Limited 6A, Shantinagar, Santacruz (East), Mumbai - 400055, Maharashtra, India	U24200MH1997PTC105961	Associate	50	2(6)

Notes:

- * The Scheme of Amalgamation of Reno Chemicals Pharmaceuticals and Cosmetics Private Limited, wholly-owned Subsidiary with the Company was approved by the Board of Directors of the Company at its Meeting held on 22nd January, 2020. The said Scheme of Amalgamation has been admitted by the National Company Law Tribunal, Mumbai vide its Order dated 22nd April, 2020 and 27th April, 2020.
- Asian Paints International Private Limited, Singapore (APIPL), wholly owned subsidiary of the Company divested its entire stake in Berger Paints Singapore Pte Limited, wholly owned subsidiary of APIPL to Omega Property Investments Pty Ltd, Australia w.e.f. 17th September, 2019.

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

IV. Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

A. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2019				No. of Shares held at the end of the year .i.e 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER(S) AND PROMOTER(S) GROUP									
(1) Indian									
(a) Individuals / Hindu Undivided Family	101,868,177	0	101,868,177	10.62	100,967,572	0	100,967,572	10.53	(0.09)
(b) Bodies Corporate	404,262,685	0	404,262,685	42.14	404,631,382	0	404,631,382	42.18	0.04
(c) Any Other (Trust)	253,620	0	2,53,620	0.03	785,700	0	785,700	0.08	0.05
Sub-Total (A) (1)	506,384,482	0	506,384,482	52.79	506,384,654	0	506,384,654	52.79	0.00
(2) Foreign	0	0	0	0	0	0	0	0	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter and Promoter Group (A)	506,384,482	0	506,384,482	52.79	506,384,654	0	506,384,654	52.79	0.00
B) PUBLIC SHAREHOLDING									
(1) Institutions									
(a) Mutual Funds/ UTI	40,386,742	4,190	40,390,932	4.22	42,881,935	3,390	42,885,325	4.47	0.25
(b) Financial Institutions / Banks	315,465	5,760	321,225	0.03	512,528	5,760	518,288	0.05	0.02
(c) Central Government	513,575	0	513,575	0.05	1,386,963	0	1,386,963	0.14	0.09
(d) Insurance Companies	47,603,853	1,000	47,604,853	4.96	45,271,595	1,000	45,272,595	4.72	(0.24)
(e) Foreign Institutional Investors	156,680,363	0	156,680,363	16.33	165,046,022	0	165,046,022	17.21	0.88
Sub-Total (B) (1)	245,499,998	10,950	245,510,948	25.59	255,099,043	10,150	255,109,193	26.59	1.00
(2) Non-Institutions									
(a) Bodies Corporate									
i. Indian	76,744,338	42,320	76,786,658	8.02	63,661,252	41,600	63,702,852	6.64	(1.38)
ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	96,904,626	83,63,123	105,267,749	10.97	101,417,459	6,561,708	107,979,167	11.26	0.29
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,315,625	216,330	8,531,955	0.89	8,473,571	206,330	8,679,901	0.91	0.02
(c) Any Other (specify)									
i. Non-resident Indian	10,889,860	1,159,140	12,049,000	1.26	11,225,347	905,970	12,131,317	1.27	0.01
ii. Foreign Nationals	1,800	0	1,800	0.00	1,630	0	1,630	0.00	0.00
iii. BC-NBFC	24,979	0	24,979	0.00	11,271	0	11,271	0.00	0.00
iv. Trust	4,640,219	0	4,640,219	0.48	5,197,805	0	5,197,805	0.54	0.06
Sub-total (B) (2)	197,521,447	9,780,913	207,302,360	21.62	189,988,335	7,715,608	197,703,943	20.62	(1.00)
Total Public Shareholding (B) = (B)(1)+(B)(2)	443,021,445	9,791,863	452,813,308	47.21	445,087,378	7,725,758	452,813,136	47.21	0.00
C) SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	949,405,927	9,791,863	959,197,790	100.00	951,472,032	7,725,758	959,197,790	100.00	

B. Shareholding of Promoter(s) / Promoter(s) Group

Sr. No.	Shareholder's Name#	Shareholding at the beginning of the year as on 01.04.2019			Shareholding at the end of the year as on 31.03.2020			% change in the shareholding during the year
		No. of Shares	% to total Shares of the Company	% of Shares Pledged / encumbered to total shares*	No. of Shares	% to total Shares of the Company	% of Shares Pledged / encumbered to total shares*	
1.	Aashay Ashish Choksi	125,380	0.01	0.00	125,380	0.01	0.00	0.00
2.	Ami Manish Choksi	472,200	0.05	0.00	472,200	0.05	0.00	0.00
3.	Anay Rupen Choksi	130,500	0.01	0.00	130,500	0.01	0.00	0.00
4.	Ashish Ashwin Choksi	880,840	0.09	0.00	880,840	0.09	0.00	0.00
5.	Ashish Ashwin Choksi Karta For Ashish Ashwin Choksi HUF	5,620	0.00	0.00	5,620	0.00	0.00	0.00
6.	Late Ashwin Chimanlal Choksi®	785,700	0.08	0.00	0	0.00	0.00	(0.08)
7.	Binita Ashish Choksi	131,700	0.01	0.00	131,700	0.01	0.00	0.00
8.	Druhi Ashish Choksi	100,000	0.01	0.00	100,000	0.01	0.00	0.00
9.	Jigish Shailesh Choksi	1,995,180	0.21	0.00	1,995,180	0.21	0.00	0.00
10.	Mahendra Chimanlal Choksi Karta For Mahendra Chimanlal Choksi HUF	539,800	0.06	0.00	539,800	0.06	0.00	0.00
11.	Mahendra Chimanlal Choksi	1,656,380	0.17	0.00	1,656,380	0.17	0.00	0.00
12.	Manish Mahendra Choksi	2,381,040	0.25	0.00	2,381,040	0.25	0.00	0.00
13.	Manish Mahendra Choksi Karta For Manish Mahendra Choksi HUF	7,500	0.00	0.00	7,500	0.00	0.00	0.00
14.	Nysha Rupen Choksi	102,750	0.01	0.00	102,750	0.01	0.00	0.00
15.	Prafullika Shailesh Choksi	2,142,560	0.22	0.00	2,142,560	0.22	0.00	0.00
16.	Rhea Manish Choksi	702,000	0.07	0.00	702,000	0.07	0.00	0.00
17.	Richa Manish Choksi	180,450	0.02	0.00	180,450	0.02	0.00	0.00
18.	Rita Mahendra Choksi	980,000	0.10	0.00	980,000	0.10	0.00	0.00
19.	Rupal Anant Bhat	1,923,770	0.20	0.00	1,923,770	0.20	0.00	0.00
20.	Rupen Ashwin Choksi	928,607	0.10	0.00	928,607	0.10	0.00	0.00
21.	Shailesh Chimanlal Choksi	2,591,210	0.27	0.00	2,591,210	0.27	0.00	0.00
22.	Shailesh Chimanlal Choksi Karta For Shailesh Chimanlal Choksi HUF	1,749,690	0.18	0.00	1,749,690	0.18	0.00	0.00
23.	Urvashi Ashwin Choksi	838,110	0.09	0.00	838,110	0.09	0.00	0.00
24.	Vishal Shailesh Choksi	2,951,220	0.31	0.00	2,951,220	0.31	0.00	0.00
25.	Ashwin Ramanlal Gandhi	4,325,790	0.45	0.07	4,325,790	0.45	0.02	0.00
26.	Ashwin Suryakant Dani	1,239,870	0.13	0.00	1,124,870	0.12	0.00	(0.01)
27.	Ashwin Suryakant Dani Karta For Ashwin Suryakant Dani HUF	845,000	0.09	0.00	845,000	0.09	0.00	0.00
28.	Chandanben Chhotatal Shah	20,000	0.00	0.00	20,000	0.00	0.00	0.00
29.	Hasit Ashwin Dani	3,616,800	0.38	0.00	3,616,800	0.38	0.00	0.00
30.	Hasit Ashwin Dani Karta For Hasit Ashwin Dani HUF	48,000	0.01	0.00	48,000	0.01	0.00	0.00
31.	Hiren Ashwin Gandhi	1,589,300	0.17	0.02	1,589,300	0.17	0.02	0.00
32.	Ina Ashwin Dani	515,920	0.05	0.00	515,920	0.05	0.00	0.00
33.	Ishwara Hasit Dani	410,710	0.04	0.00	410,710	0.04	0.00	0.00
34.	Jalaj Ashwin Dani	1,600,200	0.17	0.00	1,600,200	0.17	0.00	0.00
35.	Malav Ashwin Dani	3,305,510	0.34	0.00	3,305,510	0.34	0.00	0.00
36.	Meghna Satyen Gandhi	75,000	0.01	0.00	75,000	0.01	0.00	0.00
37.	Mudit Jalaj Dani	159,800	0.02	0.00	159,800	0.02	0.00	0.00

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

Sr. No.	Shareholder's Name [#]	Shareholding at the beginning of the year as on 01.04.2019			Shareholding at the end of the year as on 31.03.2020			% change in the shareholding during the year
		No. of Shares	% to total Shares of the Company	% of Shares Pledged / encumbered to total shares*	No. of Shares	% to total Shares of the Company	% of Shares Pledged / encumbered to total shares*	
38.	Satyen Ashwin Gandhi	1,608,880	0.17	0.00	1,608,975	0.17	0.07	0.00
39.	Shubhlakshmi Hasit Dani	59,500	0.01	0.00	59,500	0.01	0.00	0.00
40.	Smiti Jalaj Dani	139,110	0.01	0.00	139,110	0.01	0.00	0.00
41.	Vaibhavi Hiren Gandhi	75,000	0.01	0.00	75,000	0.01	0.00	0.00
42.	Vita Jalaj Dani	435,260	0.05	0.00	435,260	0.05	0.00	0.00
43.	Abhay Arvind Vakil Karta For Abhay Arvind Vakil HUF	2,076,820	0.22	0.00	2,076,820	0.22	0.00	0.00
44.	Abhay Arvind Vakil	23,288,200	2.43	0.00	23,288,200	2.43	0.00	0.00
45.	Abhay Arvind Vakil Karta For Vakil HUF	3,103,290	0.32	0.00	3,103,290	0.32	0.00	0.00
46.	Amar Arvind Vakil	10,918,980	1.14	0.00	10,918,980	1.14	0.00	0.00
47.	Amar Arvind Vakil Karta For Amar Vakil HUF	2,112,190	0.22	0.00	2,112,190	0.22	0.00	0.00
48.	Amrita Amar Vakil	2,566,680	0.27	0.00	2,566,680	0.27	0.00	0.00
49.	Asha Subhash Gujarathi	1,423,400	0.15	0.00	1,423,400	0.15	0.00	0.00
50.	Bhairavi Abhay Vakil	2,247,000	0.23	0.00	2,247,000	0.23	0.00	0.00
51.	Dipika Amar Vakil	2,026,130	0.21	0.00	2,026,130	0.21	0.00	0.00
52.	Nehal Abhay Vakil	2,371,280	0.25	0.00	2,371,280	0.25	0.00	0.00
53.	Ragini Varun Vakil	5,000	0.00	0.00	5,000	0.00	0.00	0.00
54.	Varun Amar Vakil	2,230,590	0.23	0.00	2,230,590	0.23	0.00	0.00
55.	Vivek Abhay Vakil	3,126,760	0.33	0.00	3,126,760	0.33	0.00	0.00
56.	Castle Investment & Industries Private Limited	15,457,470	1.61	0.00	15,457,470	1.61	0.00	0.00
57.	Centaurus Trading & Investments Private Limited	7,408,940	0.77	0.00	7,408,940	0.77	0.00	0.00
58.	Doli Trading & Investments Private Limited	9,363,440	0.98	0.00	9,363,440	0.98	0.00	0.00
59.	ELF Trading & Chemicals Manufacturing Limited	2,108,160	0.22	0.00	2,108,160	0.22	0.00	0.00
60.	Jaldhar Investments & Trading Company Private Limited	12,428,250	1.30	0.00	12,428,250	1.30	0.00	0.00
61.	Lyon Investment & Industries Private Limited	14,342,060	1.50	0.00	14,342,060	1.50	0.00	0.00
62.	Rupen Investment & Industries Private Limited	18,849,825	1.97	0.00	18,849,825	1.97	0.00	0.00
63.	Satyadharm Investments & Trading Company Private Limited	18,334,280	1.91	0.00	18,334,280	1.91	0.00	0.00
64.	Sudhanava Investments & Trading Company Private Limited	19,001,760	1.98	0.21	19,001,760	1.98	0.11	0.00
65.	Tru Trading & Investments Private Limited	12,176,500	1.27	0.00	12,176,500	1.27	0.00	0.00
66.	Dani Finlease Limited	10,930	0.00	0.00	10,930	0.00	0.00	0.00
67.	Geetanjali Trading & Investments Private Limited	49,267,440	5.14	2.36	45,706,140	4.77	0.65	(0.37)
68.	Gujarat Organics Limited	23,150,730	2.41	0.00	23,150,730	2.41	0.00	0.00
69.	Hiren Holdings Private Limited	4,152,310	0.43	0.00	4,152,310	0.43	0.00	0.00
70.	Sattva Holding & Trading Private Limited	52,884,120	5.51	1.08	56,388,682	5.88	2.48	0.37

Sr. No.	Shareholder's Name [#]	Shareholding at the beginning of the year as on 01.04.2019			Shareholding at the end of the year as on 31.03.2020			% change in the shareholding during the year
		No. of Shares	% to total Shares of the Company	% of Shares Pledged / encumbered to total shares [*]	No. of Shares	% to total Shares of the Company	% of Shares Pledged / encumbered to total shares [*]	
71.	Rayirth Holding & Trading Company Private Limited	1,329,500	0.14	0.12	965,910	0.10	0.10	(0.04)
72.	Smiti Holding & Trading Company Private Limited	54,084,120	5.64	2.46	54,873,068	5.72	2.81	0.08
73.	Asteroids Trading & Investments Private Limited	10,818,530	1.13	0.00	10,818,530	1.13	0.00	0.00
74.	Elcid Investments Limited	28,313,860	2.95	0.00	28,313,860	2.95	0.00	0.00
75.	Jalaj Trading & Investment Company Private Limited	10,776,620	1.12	0.00	10,776,697	1.12	0.00	0.00
76.	Lambodar Investments & Trading Company Limited	6,015,130	0.63	0.00	6,015,130	0.63	0.00	0.00
77.	Murahar Investments & Trading Company Limited	5,743,670	0.60	0.00	5,743,670	0.60	0.00	0.00
78.	Nehal Trading & Investments Private Limited	11,102,530	1.16	0.00	11,102,530	1.16	0.00	0.00
79.	Suptaswar Investments & Trading Company Limited	6,558,310	0.68	0.00	6,558,310	0.68	0.00	0.00
80.	Unnati Trading & Investments Private Limited	10,472,600	1.09	0.00	10,472,600	1.09	0.00	0.00
81.	Vikatmev Containers Limited	111,600	0.01	0.00	111,600	0.01	0.00	0.00
82.	Ashwin-Ina Charitable Trust	101,448	0.01	0.00	0	0.00	0.00	(0.01)
83.	Pious Charitable Trust	50,724	0.01	0.00	0	0.00	0.00	(0.01)
84.	Param-Arth Charitable Trust	50,724	0.01	0.00	0	0.00	0.00	(0.01)
85.	Advaita Charitable Trust	50,724	0.01	0.00	0	0.00	0.00	(0.01)
86.	ACC AP Trust [®]	0	0.00	0.00	785,700	0.08	0.00	0.08
Total		506,384,482	52.79	6.32	506,384,654	52.79	6.27	0.00

Notes:

- [#] The shares held by the Promoter(s)/ Promoter(s) Group have been clubbed on the basis of their first name. Anant Raghuveer Bhat, Arhaan Anant Bhat, Rehaan Anant Bhat, Priyanka Jigish Choksi, Aryan Jigish Choksi (N/G Jigish Shailesh Choksi) , S C Dani Research Foundation Private Limited, Haish Holding and Trading Company Private Limited, Vijal Holding And Trading Company Private Limited, Avinash Holding and Trading Company Private Limited, Canes Venatici Private Limited, Hydra Trading Private Limited, Hitech Specialities Solutions Limited, Rituh Holding and Trading Company Private Limited, Hitech Corporation Limited, Hitech Insurance Broking Services Limited, Homevilla Yoga Private Limited, Riash Realty Private Limited, Stack Pack Limited, Dani Charitable Foundation, Sabka Mangal Ho Foundation, Ashiyana Trust, Cronus Trust, Ishwara Trust, Naradiya Trust, Homevilla Charitable Trust, Ashwin-Ina Charitable Trust, Pious Charitable Trust, Param-Arth Charitable Trust, Advaita Charitable Trust, Cronus Merchandise LLP, Mefree LLP, forming part of Promoter(s) and Promoter(s) Group do not hold any shares in the Company as on 31st March, 2020.
- ^{*} The % of shares pledged/encumbered represents % of shares pledged/encumbered as a % of the total shares of the Company. The term "encumbrance" has the same meaning as assigned to it Regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- The Promoter(s) / Promoter(s) Group of the Company have declared that they along with Persons Acting in Concert, have not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year 2019-20.
- [®] Mr. Ashwin Choksi left for heavenly abode on 19th September, 2018. The shares held in the name of Mr. Ashwin Choksi were transferred to ACC AP Trust, pursuant to his Will.

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

C. Change in Shareholding of Promoter(s) / Promoter(s) Group

Sr. No.	Shareholder's Name	Shareholding		Cumulative Shareholding	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	Sattva Holding and Trading Private Limited				
	At the beginning of the year	52,884,120	5.51	52,884,120	5.51
	Increase (27-08-2019)	625,000	0.07	53,509,120	5.58
	Increase (03-12-2019)	57,500	0.00	53,566,620	5.58
	Increase (18-12-2019)	1,145,000	0.12	54,711,620	5.70
	Increase (06-02-2020)	1,161,300	0.12	55,872,920	5.82
	Increase (02-03-2020)	50,724	0.01	55,923,644	5.83
	Increase (03-03-2020)	101,448	0.01	56,025,092	5.84
	Increase (19-03-2020)	363,590	0.04	56,388,682	5.88
	At the end of the year	56,388,682	5.88	56,388,682	5.88
2.	Smiti Holding and Trading Company Private Limited				
	At the beginning of the year	54,084,120	5.64	54,084,120	5.64
	Increase (12-09-2019)	630,000	0.07	54,714,120	5.71
	Increase (03-12-2019)	57,500	0.00	54,771,620	5.71
	Increase (06-03-2020)	101,448	0.01	54,873,068	5.72
	At the end of the year	54,873,068	5.72	54,873,068	5.72
3.	Geetanjali Trading and Investments Private Limited				
	At the beginning of the year	49,267,440	5.14	49,267,440	5.14
	Decrease (27-08-2019)	(625,000)	(0.06)	48,642,440	5.08
	Decrease (12-09-2019)	(630,000)	(0.07)	48,012,440	5.01
	Decrease (18-12-2019)	(1,145,000)	(0.12)	46,867,440	4.89
	Decrease (06-02-2020)	(1,161,300)	(0.12)	45,706,140	4.77
	At the end of the year	45,706,140	4.77	45,706,140	4.77
4.	Jalaj Trading & Investment Company Private Limited				
	At the beginning of the year	10,776,620	1.12	10,776,620	1.12
	Increase (14-02-2020)	77	0	10,776,697	1.12
	At the end of the year	10,776,697	1.12	10,776,697	1.12
5.	Satyen Ashwin Gandhi				
	At the beginning of the year	1,608,880	0.17	1,608,880	0.17
	Increase (14-06-2019)	80	0	1,608,960	0.17
	Increase (20-06-2019)	15	0	1,608,975	0.17
	At the end of the year	1,608,975	0.17	1,608,975	0.17
6.	Ashwin Suryakant Dani				
	At the beginning of the year	1,239,870	0.13	1,239,870	0.13
	Decrease (03-12-2019)	(115,000)	(0.01)	1,124,870	0.12
	At the end of the year	1,124,870	0.12	1,124,870	0.12
7.	Rayirth Holding and Trading Company Private Limited				
	At the beginning of the year	1,329,500	0.14	1,329,500	0.14
	Decrease (19-03-2020)	(363,590)	(0.04)	965,910	0.10
	At the end of the year	965,910	0.10	965,910	0.10

Sr. No.	Shareholder's Name	Shareholding		Cumulative Shareholding	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
8.	ACC AP Trust*				
	At the beginning of the year	0	0	0	0
	Increase (18-09-2019)	785,700	0.08	785,700	0.08
	At the end of the year	785,700	0.08	785,700	0.08
9.	Ashwin Chimanlal Choksi*				
	At the beginning of the year	785,700	0.08	785,700	0.08
	Decrease (13-09-2019)	(785,700)	(0.08)	0	0
	At the end of the year	0	0	0	0
10.	Ashwin-Ina Charitable Trust				
	At the beginning of the year	101,448	0.01	101,448	0.01
	Decrease (03-03-2020)	(101,448)	(0.01)	0	0
	At the end of the year	0	0	0	0
11.	Pious Charitable Trust				
	At the beginning of the year	50,724	0.00	50,724	0.00
	Decrease (06-03-2020)	(50,724)	(0.00)	0	0
	At the end of the year	0	0	0	0
12.	Param-arth Charitable Trust				
	At the beginning of the year	50,724	0.00	50,724	0.00
	Decrease (06-03-2020)	(50,724)	(0.00)	0	0
	At the end of the year	0	0	0	0
13.	Advaita Charitable Trust				
	At the beginning of the year	50,724	0.00	50,724	0.00
	Decrease (02-03-2020)	(50,724)	(0.00)	0	0
	At the end of the year	0	0	0	0
14.	Urvashi Ashwin Choksi*				
	At the beginning of the year	838,110	0.09	838,110	0.09
	Increase (13-09-2019)	785,700	0.08	1,623,810	0.17
	Decrease (18-09-2019)	(785,700)	(0.08)	838,110	0.09
	At the end of the year	838,110	0.09	838,110	0.09

Notes:

1. Date of increase/decrease has been considered as the date on which actual transaction was effected.
2. All the above mentioned transactions are *inter se* transfers between the Promoter & Promoter Group of the Company, except transactions at Sr. no. 4 and 5 which were done on market.
3. * Mr. Ashwin Choksi left for heavenly abode on 19th September, 2018. The shares held in the name of Mr. Ashwin Choksi were transferred to ACC AP Trust, pursuant to his Will.

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

D. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Shareholder's Name	Shareholding		Cumulative Shareholding	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	Teesta Retail Private Limited				
	At the beginning of the year	46,987,850	4.90	46,987,850	4.90
	Bought During the year	0	0	0	0
	Sold during the year	0	0	0	0
	At the end of the year	46,987,850	4.90	46,987,850	4.90
2.	Life Insurance Corporation of India				
	At the beginning of the year	38,016,558	3.96	38,016,558	3.96
	Bought During the year	851,304	0.09	38,867,862	4.05
	Sold during the year	(12,357,601)	(1.29)	26,510,261	2.76
	At the end of the year	26,510,261	2.76	26,510,261	2.76
3.	SBI Mutual Fund				
	At the beginning of the year	10,570,679	1.10	10,570,679	1.10
	Bought During the year	2,652,137	0.28	13,222,816	1.38
	Sold during the year	(2,027,646)	(0.21)	11,195,170	1.17
	At the end of the year	11,195,170	1.17	11,195,170	1.17
4.	Axis Mutual Fund				
	At the beginning of the year	5,222,536	0.54	5,222,536	0.54
	Bought During the year	5,993,063	0.62	11,215,599	1.16
	Sold during the year	(3,878,081)	(0.40)	7,337,518	0.76
	At the end of the year	7,337,518	0.76	7,337,518	0.76
5.	Government of Singapore-E				
	At the beginning of the year	6,651,512	0.69	6,651,512	0.69
	Bought During the year	897,987	0.09	7,549,499	0.78
	Sold during the year	(2,116,904)	(0.22)	5,432,595	0.56
	At the end of the year	5,432,595	0.56	5,432,595	0.56
6.	Vanguard Total International Stock Index Fund				
	At the beginning of the year	4,450,626	0.46	4,450,626	0.46
	Bought During the year	749,448	0.08	5,200,074	0.54
	Sold during the year	(144,038)	(0.02)	5,056,036	0.52
	At the end of the year	5,056,036	0.52	5,056,036	0.52
7.	NPS Trust				
	At the beginning of the year	4,227,641	0.44	4,227,641	0.44
	Bought During the year	813,291	0.08	5,040,932	0.52
	Sold during the year	(151,342)	(0.02)	4,889,590	0.50
	At the end of the year	4,889,590	0.50	4,889,590	0.50
8.	ICICI Prudential Mutual Fund				
	At the beginning of the year	6,952,211	0.72	6,952,211	0.72
	Bought During the year	3,204,598	0.33	10,156,809	1.05
	Sold during the year	(5,414,279)	(0.56)	4,742,530	0.49
	At the end of the year	4,742,530	0.49	4,742,530	0.49
9.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Index Funds				
	At the beginning of the year	4,593,802	0.48	4,593,802	0.48
	Bought During the year	20,821	0.00	4,614,623	0.48
	Sold during the year	(368,297)	(0.04)	4,246,326	0.44
	At the end of the year	4,246,326	0.44	4,246,326	0.44

Sr. No.	Shareholder's Name	Shareholding		Cumulative Shareholding	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
10.	UTI Nifty Index Fund				
	At the beginning of the year	2,770,694	0.29	2,770,694	0.29
	Bought During the year	1,261,720	0.13	4,032,414	0.42
	Sold during the year	(262,468)	(0.03)	3,769,946	0.39
	At the end of the year	3,769,946	0.39	3,769,946	0.39
11.	ICICI Prudential Life Insurance Company Limited				
	At the beginning of the year	4,165,856	0.43	4,165,856	0.43
	Bought During the year	1,881,769	0.20	6,047,625	0.63
	Sold during the year	(2,402,693)	(0.25)	3,644,932	0.38
	At the end of the year	3,644,932	0.38	3,644,932	0.38
12.	Government Pension Fund Global				
	At the beginning of the year	3,065,217	0.32	3,065,217	0.32
	Bought During the year	1,018,017	0.11	4,083,234	0.43
	Sold during the year	(631,408)	(0.07)	3,451,826	0.36
	At the end of the year	3,451,826	0.36	3,451,826	0.36
13.	SBI Life Insurance Company Limited				
	At the beginning of the year	3,745,638	0.39	3,745,638	0.39
	Bought During the year	1,159,178	0.12	4,904,816	0.51
	Sold during the year	(1,466,949)	(0.15)	3,437,867	0.36
	At the end of the year	3,437,867	0.36	3,437,867	0.36
14.	Kuwait Investment Authority Fund 601				
	At the beginning of the year	2,412,873	0.25	2,412,873	0.25
	Bought During the year	1,646,088	0.17	4,058,961	0.42
	Sold during the year	(632,695)	(0.07)	3,426,266	0.35
	At the end of the year	3,426,266	0.35	3,426,266	0.35
15.	First State Investments ICVC- Stewart Investors Asia Pacific Leaders Fund				
	At the beginning of the year	0	0.00	0	0.00
	Bought During the year	3,267,393	0.34	3,267,393	0.34
	Sold during the year	0	0.00	3,267,393	0.34
	At the end of the year	3,267,393	0.34	3,267,393	0.34
16.	Motilal Oswal M 50 ETF				
	At the beginning of the year	202,000	0.02	202,000	0.02
	Bought During the year	3,804,152	0.40	4,006,152	0.42
	Sold during the year	(887,482)	(0.09)	3,118,670	0.33
	At the end of the year	3,118,670	0.33	3,118,670	0.33
17.	New World Fund Inc				
	At the beginning of the year	0	0.00	0	0.00
	Bought During the year	3,102,555	0.32	3,102,555	0.32
	Sold during the year	0	0.00	3,102,555	0.32
	At the end of the year	3,102,555	0.32	3,102,555	0.32
18.	People's Bank of China				
	At the beginning of the year	2,470,044	0.26	2,470,044	0.26
	Bought During the year	764,289	0.08	3,234,333	0.34
	Sold during the year	(149,015)	(0.02)	3,085,318	0.32
	At the end of the year	3,085,318	0.32	3,085,318	0.32

Notes:

- The shares of the Company are traded on daily basis and hence date wise increase/decrease in shareholding is not indicated. Shareholding is consolidated based on PAN of the Shareholder. The above information is based on weekly beneficiary position received from Depositories.
- The date wise increase or decrease in shareholding of top ten shareholders is available on the website of the Company at <https://www.asianpaints.com/more/investors/financial-results.html>.

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

E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (01.04.2019)/ end of the year 31.03.2020)	% of total shares of the Company				No.of Shares	% of total Shares of the Company
1.	Ashwin Dani	1,239,870	0.13	01.04.2019	0	inter-se Promoter Transfer	1,239,870	0.13
		-	-	03.12.2019	Decrease 115,000		1,124,870	0.12
		1,124,870	0.12	31.03.2020	0		1,124,870	0.12
2.	Manish Choksi	2,381,040	0.25	01.04.2019	0	NIL movement during the year	2,381,040	0.25
		2,381,040	0.25	31.03.2020	0		2,381,040	0.25
3.	Abhay Vakil	23,288,200	2.43	01.04.2019	0	NIL movement during the year	23,288,200	2.43
		23,288,200	2.43	31.03.2020	0		23,288,200	2.43
4.	Malav Dani	3,305,510	0.34	01.04.2019	0	NIL movement during the year	3,305,510	0.34
		3,305,510	0.34	31.03.2020	0		3,305,510	0.34
5.	Amrita Vakil	2,566,680	0.27	01.04.2019	0	NIL movement during the year	2,566,680	0.27
		2,566,680	0.27	31.03.2020	0		2,566,680	0.27
6.	Jigish Choksi*	1,995,180	0.21	01.04.2019	0	NIL movement during the year	1,995,180	0.21
		1,995,180	0.21	31.03.2020	0		1,995,180	0.21
7.	K. B. S. Anand®	270	0	01.04.2019	0	NIL movement during the year	270	0
		270	0	31.03.2020	0		270	0
8.	Deepak Satwalekar	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
9.	S. Sivaram	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
10.	M. K. Sharma	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
11.	Vibha Paul Rishi	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
12.	R. Seshasayee	1,496	0	01.04.2019	0	NIL movement during the year	1,496	0
		1,496	0	31.03.2020	0		1,496	0
13.	Suresh Narayanan*	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
14.	Pallavi Shroff*	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
Key Managerial Personnel(s)								
1.	K. B. S. Anand®	270	0	01.04.2019	0	NIL movement during the year	270	0
		270	0	31.03.2020	0		270	0
2.	Jayesh Merchant#	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0
3.	R J Jeyamurugan#	0	0	01.04.2019	0	NIL movement during the year	0	0
		0	0	31.03.2020	0		0	0

Notes:

- * Mr. Jigish Choksi, Mr. Suresh Narayanan and Mrs. Pallavi Shroff were appointed as Directors with effect from 1st April, 2019.
- ® Mr. KBS Anand, Managing Director & CEO of the Company as on 31st March, 2020 has been included in the list of Directors as well as KMP.
- *Mr. R J Jeyamurugan was appointed as CFO & Company Secretary of the Company with effect from 27th November, 2019, in place of Mr. Jayesh Merchant, CFO & Company Secretary, President – Industrial JVs, who retired from the services of the Company with effect from 26th November, 2019.
- Mr. Amit Syngle, Additional Director / Managing Director & CEO of the Company with effect from 1st April, 2020, holds 600 shares of the Company.

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

₹ in Crores

	Secured loans (Excluding Deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	13.47	4.35	-	17.82
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	13.47	4.35	-	17.82
Changes in Indebtedness during the financial year				
(i) Addition	17.82	-	-	17.82
(i) Reduction (Repayment)	-	4.35	-	4.35
Net change	17.82	4.35	-	22.17
Indebtedness at the end of the financial year				
(i) Principal Amount	31.29	-	-	31.29
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	31.29	-	-	31.29

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Key Managerial Personnel for the Financial Year 2019-20

Amount in ₹

Sr. No.	Particulars of Remuneration	Managing Director & CEO	CFO & Company Secretary	CFO & Company Secretary
		KBS Anand	Jayesh Merchant (upto 26 th November, 2019)	R J Jeyamurugan (w.e.f. 27 th November, 2019)
1.	Gross salary (excluding Commission)			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,15,26,390	5,77,38,767	57,13,592
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,05,12,862	53,241	21,861
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	6,79,00,000	-	-
	- as % of profit	0.20	-	-
	- others, specify	-	-	-
5.	Others - Employer contribution to provident and other funds	6,77,80,978	21,12,424	3,22,400
	Total	20,77,20,230	5,99,04,432	60,57,853
	Ceiling as per the Companies Act, 2013	1,72,38,37,517	NA	NA

Notes:

- The remuneration paid to Mr. Jayesh Merchant, ex-CFO & Company Secretary, President - Industrial JVs of the Company for the FY 2019-20 does not include the amount paid towards Gratuity and Leave Encashment (retiral benefits) of ₹ 4,17,71,086 (Rupees four crores seventeen lakhs seventy one thousand and eighty six only). The total remuneration paid to Mr. Jayesh Merchant for the FY 2019-20 including retiral benefits is ₹ 10,16,75,518 (Rupees ten crores sixteen lakhs seventy five thousand five hundred and eighteen).
- For determination of ceiling as per the Companies Act, 2013, the remuneration paid to Mr. KBS Anand, ex-Managing Director & CEO of the Company for the FY 2019-20 includes the amount of ₹ 6,36,43,454 (Rupees six crores thirty six lakhs forty three thousand four hundred and fifty four only) paid towards Gratuity and Leave Encashment.
- The remuneration paid to Mr. R J Jeyamurugan is only for the part of the year with effect from 27th November, 2019, in his current designation as the CFO & Company Secretary of the Company.

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

B. Remuneration to Non-Executive Directors for the Financial year 2019-20:

				Amount in ₹
Name of Director(s)	Fee for attending board/ committee meetings	Commission	Others®	Total
1. Independent Directors:				
Deepak Satwalekar	4,70,000	28,80,000	-	33,50,000
S. Sivaram	3,10,000	27,00,000	-	30,10,000
M.K. Sharma	6,10,000	30,60,000	-	36,70,000
Vibha Paul Rishi	3,80,000	25,20,000	-	29,00,000
R. Seshasayee	5,30,000	27,00,000	-	32,30,000
Suresh Narayanan	5,00,000	25,20,000	-	30,20,000
Pallavi Shroff	2,80,000	25,20,000	-	28,00,000
Total (1)	30,80,000	1,89,00,000	-	2,19,80,000
2. Other Non-Executive Directors:				
Ashwin Dani	3,50,000	32,40,000	7,35,000	43,25,000
Manish Choksi	4,70,000	28,80,000	-	33,50,000
Abhay Vakil	5,50,000	25,20,000	7,20,000	37,90,000
Malav Dani	3,80,000	27,00,000	-	30,80,000
Amrita Vakil	4,10,000	25,20,000	-	29,30,000
Jigish Choksi	3,80,000	25,20,000	-	29,00,000
Total (2)	25,40,000	1,63,80,000	14,55,000	2,03,75,000
Total (1+2)	56,20,000	3,52,80,000	14,55,000	4,23,55,000
Ceiling as per the Companies Act, 2013				34,72,68,256

Note:

®Represents retiral benefits like pension and medical reimbursement as per their contracts entered with the Company in their erstwhile capacity as Executive Directors which ended on 31st March, 2009.

VII. Penalties/Punishment/Compounding of Offences (Under the Companies Act, 2013)

NIL

For and on behalf of the Board

Ashwin Dani
Chairman
(DIN: 00009126)

Place : Mumbai
Date : 23rd June, 2020

Annexure (F) to Board's Report

Form AOC-2

[Pursuant to Section 134(3)(h) of the Companies Act, 2013 and 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 Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto

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

a. Name(s) of the related party and nature of relationship	
b. Nature of contracts/arrangements/transactions	
c. Duration of the contracts/arrangements/transactions	
d. Salient terms of the contracts or arrangements or transactions including the value, if any	
e. Justification for entering into such contracts or arrangements or transactions	NA
f. Date(s) of approval by the Board	
g. Amount paid as advances, if any	
h. Date on which (a) the requisite resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

Details of material contracts or arrangement or transactions at arm's length basis:

a. Name(s) of the related party and nature of relationship	
b. Nature of contracts/arrangements/transactions	
c. Duration of the contracts/arrangements/transactions	
d. Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
e. Date(s) of approval by the Board, if any	
f. Amount paid as advances, if any	

All related party transactions are in the ordinary course of business and on arm's length basis and are approved by Audit Committee of the Company.

For and on behalf of the Board

Ashwin Dani
Chairman
(DIN: 00009126)

Place : Mumbai
Date : 23rd June, 2020

Annexure (G) to Board's Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014]

A. Energy Conservation Measures Taken

The manufacturing units of the Company have continued their efforts to reduce their energy consumption year on year and the new plants of Mysuru, Karnataka and Vizag, Andhra Pradesh have also followed the suit. Mysore plant has also received platinum rating in Green building certification by Confederation of Indian Industry (CII)- Indian Green Building Council whereas the Vizag plant will go for the certification during the financial year 2020-21.

Rohtak, Haryana and Khandala, Maharashtra plants participated in 3rd CII National Energy Efficiency Circle Competition-2019, and secured awards in 'Renewable Energy' and 'Energy Efficiency' categories.

Some of the key measures taken by all the manufacturing plants are as below:

- Use of Energy efficient motors for all new projects
- Pressure based pumping system for utility pumping
- Elimination of compressed air in packing for vacuum application
- Process optimization for the Twin Shaft Dispensers operation to reduce cycle time by data analytics
- Use of Energy Efficient aluminum Air piping solution to reduce friction losses
- LED lighting for all plants
- Use of motion sensors in the cabins
- Efficient mixing designs and cooling systems in Emulsion manufacturing to reduce overall power consumption
- Condensate recovery system in Steam systems
- Large scale energy efficient dense phase powder conveying system
- Alternate Fuel-Use of Natural Gas instead of High Speed Diesel in Boilers
- Integration of energy efficient paint production by Y-stral supplied continuous dispersion route at shop floor

- Sharing of best practices at each plant started for easy replication of applicable ideas.

B. Alternate Sources of Energy

Solar energy:

Asian Paints invested in its first Ground Mounted Solar (Utility Solar) in Haryana, a 6 MWp project for Rohtak Plant which was commissioned during the financial year 2019-20.

Following rooftop solar projects were commissioned during the financial year 2019-20:

- 0.10 MWp- At Kasna, Uttar Pradesh Plant
- 0.15 MWp- At Patancheru, Telangana plant (under installation & commissioning)

With the commissioning of the above projects the total installed solar energy capacity in our plants will now be 19.6 MWp.

During the financial year 2019-20, the solar projects have generated about 144.1 lakh units which is about 19.5% of electricity consumption across all decorative paint plants.

Wind Energy:

4.2 MW of Wind Turbine Generators (WTG) is under commissioning at Andhra Pradesh for Vizag Plant (2.1 MW x 2).

With the commissioning of the above projects, total installed wind energy capacity will now be 24.3 MW.

During the financial year 2019-20, the Company has used about 274.8 lakh units, generated from all Wind Turbines, which is about 37.2 % of electricity consumption across all decorative paint plants.

The new solar and windmill installations have helped the Company to end the year 2019-20 at Renewable Energy consumption of 56.7%.

C. The Capital Investment on Energy Conservation Equipment

The Company has spent about ₹ 3 Crores as capital investment on energy conservation initiatives during the financial year apart from the investment in Renewable Energy resources of solar and wind.

Technology Absorption

A) The efforts made by the Company towards technology absorption

The focus of Research & Technology (R&T) function continues to be in building technological self-reliance by promoting in-house research, innovation and creativity to design, develop and upgrade its products pipeline continuously to support achieving short, medium and long-term business goals of the Company. The nature of activities carried out by R&T team of the Company are as follows:

- Development of new products and processes related to surface coatings that fulfil expressed as well as unstated needs of consumers.
- Creating revolutionary products that improve health and hygiene of the surfaces and sets benchmark.
- Creating products in the premium range keeping in mind aspects of Green Assure and product sustainability.
- Upgradation of existing products with value added features to create product differentiation to retain market share.
- Continuous value generation through formulation re-engineering, sourcing efficiency, process optimization, new raw material search, new and efficient manufacturing techniques, vendor collaboration to enhance profitability.
- Support sustainability initiatives of the Company by undertaking joint projects with plants to reduce cycle time, energy consumption, water consumption, waste generation and by increasing raw material content of renewable origin in the product.
- Building a sustainable idea and prototype pipeline for the Company and develop new capability platforms and intellectual property rights for creating next generation products to catalyze future growth.
- Undertake collaborative projects with vendors, customers, academia and research institutes to develop new products, new capabilities and generate new scientific understanding.
- Encourage use of data analytics and artificial intelligence to predict design features, derive new insights and opportunities for innovation.

- Process engineering research to explore novel processes for binder synthesis which are operationally efficient in terms of energy consumption, cycle time, productivity, and safety.
- Technology support to all overseas subsidiaries for product development, product benchmarking, cost efficiency, new RM development, testing etc. to support business growth.
- Application research and substrate studies to establish product suitability for application with different tools (both mechanized and hand-held) on different substrates.
- Development of laboratory simulation techniques to support product validation under different geographical climate and usage practices.
- Technical service and support related to customers for product scale up and standardization on customer lines, manufacturing support and solving product complaints.
- Development of test methods for Plant Quality Control that help speed up incoming raw material testing and approval.
- Establishing product credibility through international certification.
- Continuous benchmarking of products against national/international competition.
- Support technical capability building across organization by creating a training academy - Sikshalaya and conducting in-house workshops, seminars, technical training, etc.
- Engaging with regulatory bodies like Bureau of Indian Standards (BIS) in creating, reviewing and adopting national standards.

The Company is putting in efforts to enhance the consumer experience and showcase its indigenous developments. Key features of new products were demonstrated to architects, dealers and members of overseas business units through newly built 'Experiential zone' and 'Hygiene Lab'. The Company has also introduced a dual tinting system by launching a new range of solvent based machine colorants. The Company was agile to respond to recent regulations by upgrading analytical testing of paints and coatings. Research and Technology Center has National Accreditation Board for Testing and Calibration Laboratories accreditation for 36

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

test methods that includes estimation of lead in paints and coatings.

The Company is focused on implementing new processing techniques that offer economies of scale. In the Financial Year 2019-20, pilot scale equipment capable of dispersion under vacuum has been commissioned at Research and Technology. It has resulted in significant cost saving.

Over the years, the Company has progressively worked on creating intellectual property (IP) rights and has commercialized good number of IPs. Till date, the Company has filed 60 patents in India out of which 6 patents have been granted. One of them has grants from US and Europe.

The Company is now expanding its innovation footprint by participating in national and international technology competitions. In the Financial year 2019-20, patent titled 'Castor oil derived hydroxyl functional acrylic copolymer for surface coatings' has received prestigious National Innovation Award – 2019 from National Research Development Corporation (NRDC), Govt of India.

- B) The benefits derived like product improvement, cost reduction, product development or import substitution:

28 (Twenty-Eight) new products were developed for architectural paints, construction chemicals and adhesives during the financial year 2019-20. 23 (Twenty-Three) new products developed for Industrial division during financial year 2019-20. Some highlights include:

- 'Woodtech GloMax Ultra', a wood polish based on patented technology that offers best-in-class gloss and grain filling at a never before price point.
- 'SmartCare Ultron', a platinum standard benchmark in waterproofing liquid applied membrane category with performance warranty for 20 years.
- 'Apolite Spray Paint' developed to deliver the needs of customer in DIY for creativity and decor.
- 'Apex Ultima Stretch' that offers excellent crack bridging ability with best in class dirt pick up resistance for exterior surfaces with 7 years performance warranty.
- 'Royale Lamino', a protective clear coat for interiors with best in class stain cleaning performance.

- 'Ace Sparc and Tractor Sparc' – two new products in economy segments with unique features of emulsion paint targeted to upgrade unorganized segment of distempers.
- 'MaximoPlast PX', a range of concrete admixtures compliant to BIS IS 9103 & ASTM C 494 standards.
- 'Ultima Floor Guard Enamel', a solvent based paint with 4 years warranty for adhesion on cement, concrete and paver block surfaces.
- 'Apcotherm 601 CUI Aluminum', a 2K polysiloxane coating was developed and commercialized for hot mild steel surfaces up to 600 °C.

The Company continued the initiatives under breakthrough methodology by taking up new project 'Misaal'. This has helped improving the overall execution capabilities of new product development team and reducing the development cycle time significantly. The outcome of this initiative has helped the Company to launch 3 new products in the category of wood polish and water proofing solutions and one innovative packaging for stationary adhesives.

The Company's focus on reducing carbon footprint through design optimization and process efficiency with no compromise in performance properties continues.

- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NA
- The expenditure incurred on Research and Development:

₹ in Crores		
Particulars	2019-20	2018-19
Capital	3.46	4.26
Recurring	83.63	87.26
Total	87.09	91.52

Foreign Exchange Earnings and Outgo

Foreign exchange earned in terms of actual inflows during the financial year 2019-20 was ₹ 140.83 crores (equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the financial year 2019-20 was ₹ 2,831.58 crores (equivalent value of various currencies).