



Asian Paints Limited
Asian Paints House
6A, Shantinagar
Santacruz (E)
Mumbai 400 055
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www.asianpaints.com

APL/SEC/22/2021-22/154

13th July, 2021

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

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

Sir/Madam,

Sub: Compliance under Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 27(2)(a) of the Listing Regulations, please find attached the Compliance Report on Corporate Governance for the quarter ended 30th June, 2021.

This is for your information and records.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**

JEYAMURUGAN
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JEYAMURUGAN
RAMALINGAM
JEYAPANDIYAN
Date: 2021.07.13
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R J JEYAMURUGAN
CFO, COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: As above



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: ASIAN PAINTS LIMITED

2. Quarter ended: 30th June, 2021

I. Composition of Board of Directors													
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)	Initial Date of Appointment	Whether Special Resolution passes under Regulation 17(1A) of the SEBI Listing Regulations? if yes, then date of passing.	Date of Re-appointment/ retirement by rotation	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [#]	No of Independent Directorship in listed entities including this listed entity [#]	Number of memberships in Audit/ Stakeholders Relationship Committee including this listed entity	No of post of Chairperson in Audit/ Stakeholders Relationship Committee held in listed entities including this listed entity
Mr.	Deepak Satwalekar	DIN: 00009627	Chairperson Non - Executive – Independent Director [®]	30-05-2000		01-04-2019	-	84 months	14-11-1948	3	3	4	1
Mr.	Manish Choksi	DIN: 00026496	Vice-Chairperson – Non-Executive Director	22-10-2018	NA	05-08-2020	-	-	12-09-1967	1	0	2	0

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)	Initial Date of Appointment		Date of Re-appointment / retirement by rotation	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [#]	No of Independent Directorship in listed entities including this listed entity [#]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ashwin Dani	DIN: 00009126	Non-Executive Director	01-04-2009 ^{&}	Yes 05-08-2020	05-08-2020	-	-	24-10-1942	2	0	2	1
Mr.	Abhay Vakil	DIN: 00009151	Non-Executive Director	22-07-2014 ^{&}	NA	29-06-2021	-	-	29-10-1950	1	0	2	1
Mr.	Amit Syngle	DIN: 07232566	Executive Director - Managing Director & CEO	01-04-2020	NA	-	-	-	13-06-1966	1	0	1	0
Mr.	Malav Dani	DIN: 01184336	Non-Executive Director	21-10-2013		27-06-2019	-	-	26-11-1975	2	0	1	0
Ms.	Amrita Vakil	DIN: 00170725	Non-Executive Director	14-05-2014		05-08-2020	-	-	04-08-1980	2	0	1	0

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)	Initial Date of Appointment		Date of Re-appointment / retirement by rotation	Date of Cessation	Tenure*	Date of Birth	No. of directors hip in listed entities including this listed entity [#]	No of Independent Directorship in listed entities including this listed entity [#]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Jigish Choksi	DIN: 08093304	Non-Executive Director	01-04-2019		29-06-2021	-	-	11-12-1980	1	0	1	0
Mr.	S. Sivaram	DIN: 00009900	Non-Executive – Independent Director	07-04-2001		01-04-2019	-	84 months	04-11-1946	5	5	2	2
Mr.	M. K. Sharma	DIN: 00327684	Non-Executive – Independent Director	25-10-2012		01-04-2019	-	84 months	04-05-1947	5	4	8	5
Mrs.	Vibha Paul Rishi	DIN: 05180796	Non-Executive – Independent Director	14-05-2014		01-04-2019	-	84 months	19-06-1960	5	5	8	2
Mr.	R Seshasayee	DIN: 00047985	Non-Executive – Independent Director	23-01-2017	Yes	27-06-2017	-	53 months	01-06-1948	1	1	3	1
					29-06-2021								
Mr.	Suresh Narayanan	DIN: 07246738	Non-Executive – Independent Director	01-04-2019		-	-	27 months	19-03-1960	2	1	0	0

Mrs.	Pallavi Shroff	DIN: 00013580	Non-Executive – Independent Director	01-04-2019	-	-	27 months	22-04-1956	4	4	2	0
Whether Regular chairperson appointed: Yes												
Whether Chairperson is related to Managing Director or CEO : No												

@Mr. Deepak Satwalekar was appointed as Chairman of the Company with effect from 29th June, 2021. Mr. Ashwin Dani shall continue to be a Non-Executive Director on the Board of the Company.

Mr. Manish Choksi is the Vice-Chairman of the Company.

& Date of appointment in the current designation is considered.

*Tenure is the total period for which Independent Directors have been serving on the Board of the Company from the year of their appointment after the year 2014, in accordance with the provisions of Companies Act, 2013.

The number of Directorships are based on the disclosures received by the Company from the Directors from time to time

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. M. K. Sharma	Chairperson – Non-Executive Independent Director	March 28, 2013 (appointed as member) January 23, 2017 (appointed as Chairperson)	-
		Mr. R Seshasayee	Non-Executive-Independent Director	January 23, 2017	-
		Mr. Abhay Vakil	Non-Executive Director	October 22, 2014	-
		Mr. Deepak Satwalekar	Non-Executive-Independent Director	September 7, 2020	
Nomination & Remuneration Committee	Yes	Mr. Suresh Narayanan	Chairperson-Non-Executive-Independent Director	September 7, 2020	
		Mr. Manish Choksi	Non-Executive Director	April 1, 2019	-
		Mr. M.K. Sharma	Non-Executive-Independent Director	April 24, 2014	
Stakeholders Relationship Committee	Yes	Mr. R. Seshasayee	Chairperson – Non-Executive-Independent Director	April 1, 2019	-
		Mr. Amit Syngle	Executive Director - Managing Director & CEO	April 1, 2020	-
		Mr. Jigish Choksi	Non-Executive Director	April 1, 2019	-

		Ms. Amrita Vakil	Non-Executive Director	October 22, 2014	-
Risk Management Committee	Yes	Dr. S. Sivaram	Chairperson – Non-Executive-Independent Director	October 22, 2014 (appointed as member) April 1, 2019 (appointed as Chairperson)	-
		Mrs. Pallavi Shroff	Non-Executive-Independent Director	April 1, 2019	-
		Mr. Amit Syngle	Executive Director - Managing Director & CEO	October 22, 2014	
		Mrs. Vibha Paul Rishi	Non-Executive-Independent Director	September 7, 2020	
		Mr. P Sriram	Chief Internal Auditor	January 22, 2020	-
Corporate Social Responsibility Committee	Yes	Mr. Malav Dani	Chairperson – Non - Executive Director	January 20, 2014	-
		Mrs. Vibha Paul Rishi	Non-Executive-Independent Director	May 18, 2015	-
		Ms. Amrita Vakil	Non-Executive Director	April 1, 2019	-
		Mr. Amit Syngle	Executive Director - Managing Director & CEO	April 1, 2020	-
		Mr. Deepak Satwalekar	Non-Executive-Independent Director	September 7, 2020	-
Shareholders Committee	Yes	Mr. Abhay Vakil	Chairperson - Non-Executive Director	October 22, 2014	-
		Mr. Ashwin Dani	Non-Executive Director	October 25, 2012	-
		Mr. Manish Choksi	Non-Executive Director	April 1, 2019	-

		Mr. Amit Syngle	Executive Director - Managing Director & CEO	April 1, 2020	-
		Mr. R J Jeyamurugan	CFO & Company Secretary	November 27, 2019	-
Investment Committee	Yes	Mr. R Seshasayee	Chairperson – Independent Director	September 7, 2020	-
		Mr. Deepak Satwalekar	Non-Executive- Independent Director	September 7, 2020	-
		Mr. Suresh Narayanan	Non-Executive- Independent Director	September 7, 2020	-
		Mr. Manish Choksi	Non-Executive Director	September 7, 2020	-
		Mr. Abhay Vakil	Non-Executive Director	September 7, 2020	-
		Mr. Malav Dani	Non-Executive Director	September 7, 2020	-
		Mr. Amit Syngle	Executive Director - Managing Director & CEO	September 7, 2020	-
II. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes / No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
21 st January, 2021					NA
12 th February, 2021					NA
30 th March, 2021					NA
	12 th May, 2021	Yes	14	7	42
	22 nd June, 2021	Yes	13	6	40
IV. Meetings of Committees					
Date(s) of meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes / No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the Audit committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days

				20 th January, 2021	NA
				21 st January, 2021	NA
				29 th March, 2021	NA
11 th May, 2021	Yes	4	3		42
12 th May, 2021	Yes	4	3		0
Date(s) of meeting of the Risk Management Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the Risk Management Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
	Yes / No				
-	-	-	-	15 th February, 2021	NA
Date(s) of meeting of the Nomination & Remuneration Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the Nomination & Remuneration Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
	Yes/ No				
				14 th January, 2021	NA
				9 th March, 2021	NA
27 th April, 2021	Yes	3	2	-	48
10 th May, 2021	Yes	3	2	-	12
18 th June, 2021	Yes	3	2	-	38
Date(s) of meeting of the Stakeholder Relationship Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present *	Number of independent directors present*	Date(s) of meeting of the Stakeholder Relationship Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
	Yes/ No				
-	-	-	-	29 th March, 2021	NA
Date(s) of meeting of the Corporate Social Responsibility	Whether requirement of Quorum met (details)*	Number of Directors present *	Number of independent directors present*	Date(s) of meeting of the Corporate Social Responsibility	Maximum gap between any two consecutive meetings in number of days

Committee in the relevant quarter	Yes/ No			Committee in the previous quarter	
				15 th January, 2021	NA
-	-	-	-	26 th March, 2021	NA
Date(s) of meeting of the Investment Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the Investment Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
	Yes/ No				
-	-	-	-	22 nd February, 2021	NA
*to be filled in only for the current quarter meetings					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
VI. Affirmations					
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk management committee</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>					

5. This report shall be placed before the Board of Directors of the Company at their forthcoming meeting. Further, the Corporate Governance Report for the quarter ended 31st March, 2021 was placed before the Board of Directors of the Company at their meeting held on 12th May, 2021.

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R J JEYAMURUGAN
CFO, COMPANY SECRETARY &
COMPLIANCE OFFICER

Place: Mumbai
Date: 13th July, 2021