

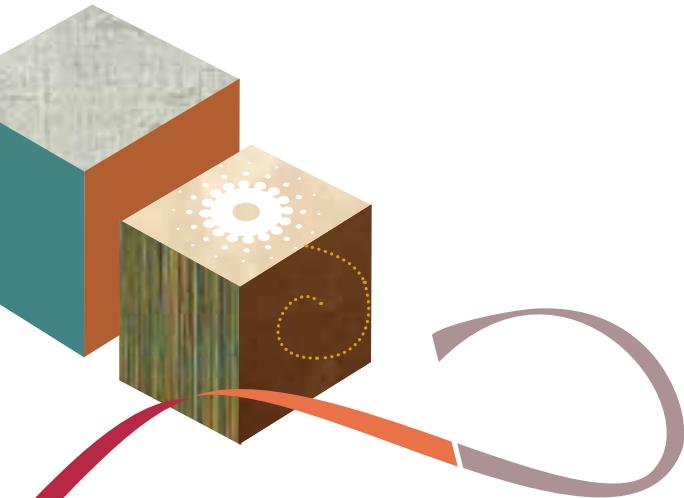


***Reinforcing
our resolve to
transform***

Annual Report 2014-15

Contents

01	Board of Directors	75	Report on Corporate Governance
02	Chairman's Letter	89	General Shareholder Information
14	Performance Highlights	96	Business Responsibility Report
16	Management Discussion and Analysis	106	Standalone Financial Statements
30	Serving the Community	161	Consolidated Financial Statements
33	Board's Report		



Board of Directors



Company Secretary
JAYESH MERCHANT

Executive Council Members

JALAJ DANI
President - HR,
International & Chemicals
MANISH CHOKSI
President - Home Improvement,
Supply Chain & IT

JAYESH MERCHANT
CFO & Company Secretary,
President - Industrial JVs
AMIT SYNGLE
President - Technology,
Sales & Marketing

Auditors
B S R & Co. LLP
Chartered Accountants

Chairman's Letter

Dear Shareholders,

It gives me immense pleasure to write to you at the end of an exciting year – a year that had its share of opportunities and challenges. The year began with sky-high expectations of economic recovery resulting from the decisive political mandate but as the year progressed, it was increasingly evident that the pace of recovery would be much more gradual. Many domestic growth indicators improved during the year helped by the Government's intent to push reforms and promote investments. The lower crude oil and commodity prices also

helped reigning in inflation and set the stage for easing of monetary policy. While the headline indicators improved during the year, ground realities have been challenging and growth slow to come by.

The overall weak sentiments impacted the demand conditions in the domestic market for decorative paints. Factors like a short Diwali festival season, unseasonal rains and prolonged winter in Northern India added to the pressures on the demand. However, despite the challenging environment, your Company did well to manage and grow its business in most parts of the country. Though the growth was not as good as expected, your Company benefited from the benign raw material prices, especially brought about by the drop in crude oil prices.

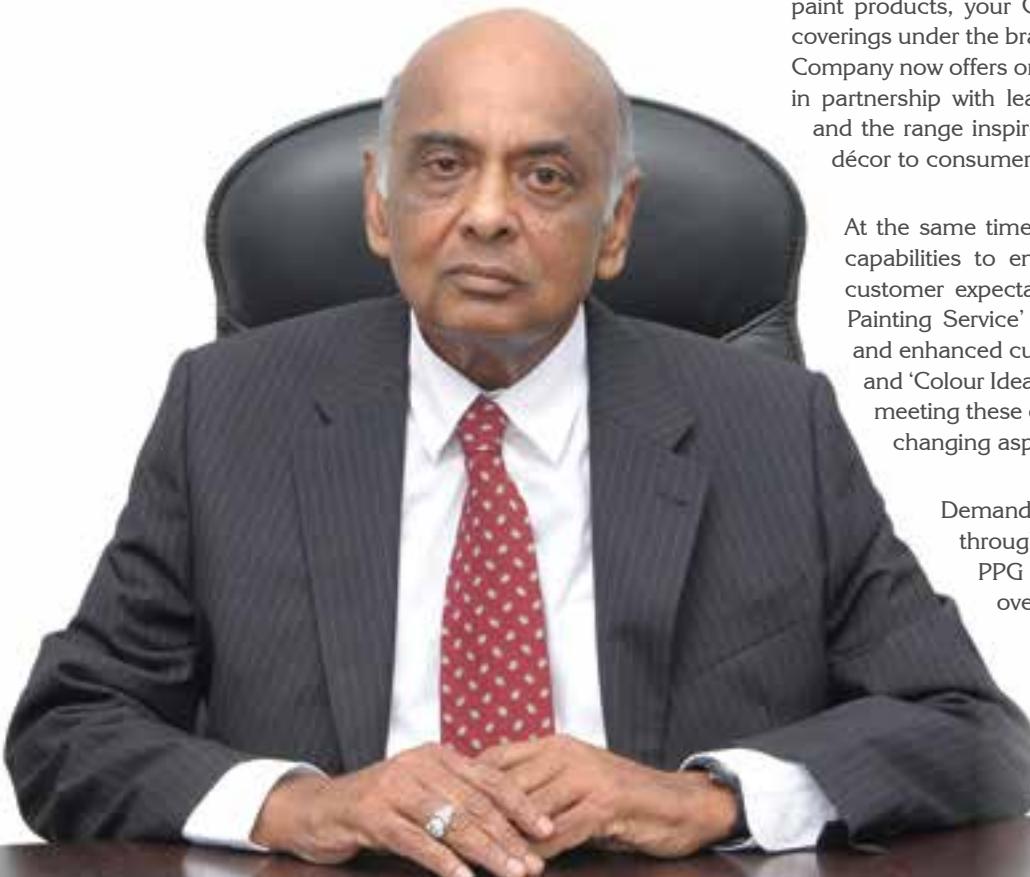
The year began with sky-high expectations of economic recovery resulting from the decisive political mandate but as the year progressed, it was increasingly evident that the pace of recovery would be much more gradual

Your Company launched a number of new and innovative products which helped support the growth in these challenging times. In the premium segment, your Company launched 'Royale Matt' with excellent washability and burnish resistance. A complete range of products to offer full solution in the tile segment was also introduced.

In our bid to expand our offerings beyond the traditional paint products, your Company launched a full range of wall coverings under the brand name 'Nilaya – by Royale Play'. Your Company now offers one of the largest variety of wall coverings in partnership with leading manufacturers around the world and the range inspires to provide cutting edge inspirational décor to consumers.

At the same time, your Company continues to invest in capabilities to enhance customer experience and fulfil customer expectations. Innovative services like 'Express Painting Service' and 'Ezycolour Consultancy at Home' and enhanced customer reach-outs through the 'Colour' and 'Colour Ideas' stores would go a long way in not only meeting these expectations but also in comprehending changing aspirations ahead of competition.

Demand for the industrial products, serviced through your Company's two joint ventures with PPG Industries Inc, USA, saw improvement over the previous year.



In the international markets where your Company operates, the business environment was challenging for varied reasons in many of the key markets. While the situation in Egypt improved after three successive years of instability, declining crude oil prices impacted growth in markets of Oman, Bahrain and Trinidad. Political instability continued to pose challenges in Bangladesh. Against the backdrop of less than ideal market conditions, the international operations have delivered good performance driven by continued focus on improving operational efficiencies and prudent fiscal management.

During the year, your Company took steps to expand its international footprint. Kadisco, a leading paint company in Ethiopia, was acquired by Berger International Ltd, Singapore; an indirect wholly-owned subsidiary of your Company. Your Company also initiated steps for setting up a paint manufacturing facility and operations as part of the greenfield foray into Indonesia. Both these steps, further reconfirm your Company's intent to be a significant coatings player in the high growth, emerging markets.

Going forward, the recent forecasts for below normal monsoon coupled with the slow pick-up in industrial activity, could lead to challenging demand conditions in the domestic market. However, over the long term, your Company is confident of the growth prospects of the paint industry, both in the domestic and the international markets. It's a sign of this confidence that your Company is looking for setting up new manufacturing facilities in the states of Karnataka and Andhra Pradesh. At the same time, your Company is augmenting capacities in some of the existing plants in the domestic and international markets.

During the year, the Government changed the governance landscape by notifying majority of the provisions of the Companies Act, 2013 and Rules thereunder. Some of the concepts like evaluation of the performance of Directors and the Board, rotation of auditors, increased responsibility of the Nomination and Remuneration Committee and the Audit Committee ensure higher standards of transparency and accountability and seek to align the corporate governance practices in India with global best practices. Your Company's governance standards have only strengthened over the period of years and your Company will continue to imbibe best practices to enhance stakeholders' value.

Your Company continued to focus on its Corporate Social Responsibility agenda and undertook various initiatives to touch and improve lives by contributing to communities that your Company operates in. There is a conscious endeavour around various manufacturing facilities to invest in areas of Education, Health & Hygiene and Water Management to create measurable and lasting value for neighboring communities. Vocational training programs conducted across cities was a major focus area and has benefited thousands of painters and contractors. Your Company has also made investments in the area of renewable energy. A rooftop solar power plant was commissioned at the Sriperumbudur factory which has led to substantial reduction in energy consumption from traditional fossil sources. Similar projects would be commissioned in the other manufacturing plants as well.

At Asian Paints, we truly believe that if there's one thing that's certain in business, it's uncertainty. And the only way to handle this uncertainty is to be on a continual journey of transformation. Few years back, your Company embarked on a new journey to transform itself from a paint company to a home décor company by expanding its offerings to cater to the changing perspectives of home aesthetics and help customers create their dream home. This quest for transformation led to your Company's acquisition of Sleek group in 2013 which caters to the organized modern kitchen space. The year gone by saw another step being taken in this journey with foray in the Bath space by acquiring the front end business of Ess Ess, a quality player in the bath fittings segment. During the year, your Company took several initiatives to streamline the operations at these acquired businesses and improve the scale of respective businesses.

As we look ahead to this journey of transformation, I look forward to your continued support. I am sure that with your unwavering support, guidance from the Board members and the passion and commitment of the entire team, your Company would take great strides in making Asian Paints the most preferred Home Décor partner.

Yours truly,



Ashwin Choksi

Reinforcing our resolve to transform



Few years back, your Company started on a new journey to transform itself from a paint company to a home décor company. Today, your Company is reinforcing that resolve to transform. Your Company has forayed into home décor with acquisition of Sleek, launching of wall coverings and has now acquired the front end sales business of Ess Ess – a quality player in the bath fittings segment.

Your Company intends to connect with consumers through various touchpoints and inspire them by its home décor ideas



Innovation - Doing things differently



Presenting SmartCare!
An expert range of waterproofing products from Asian Paints

TILE RANGE
For tile laying solutions

DAMP BLOCK
For interior dampness

VITALIA
For interior dampness

DAMP PROOF & ANCILLARIES
For exterior dampness

SEALANTS
For joint filling

CRACK SOLUTIONS
For joints, cracks and structural joints

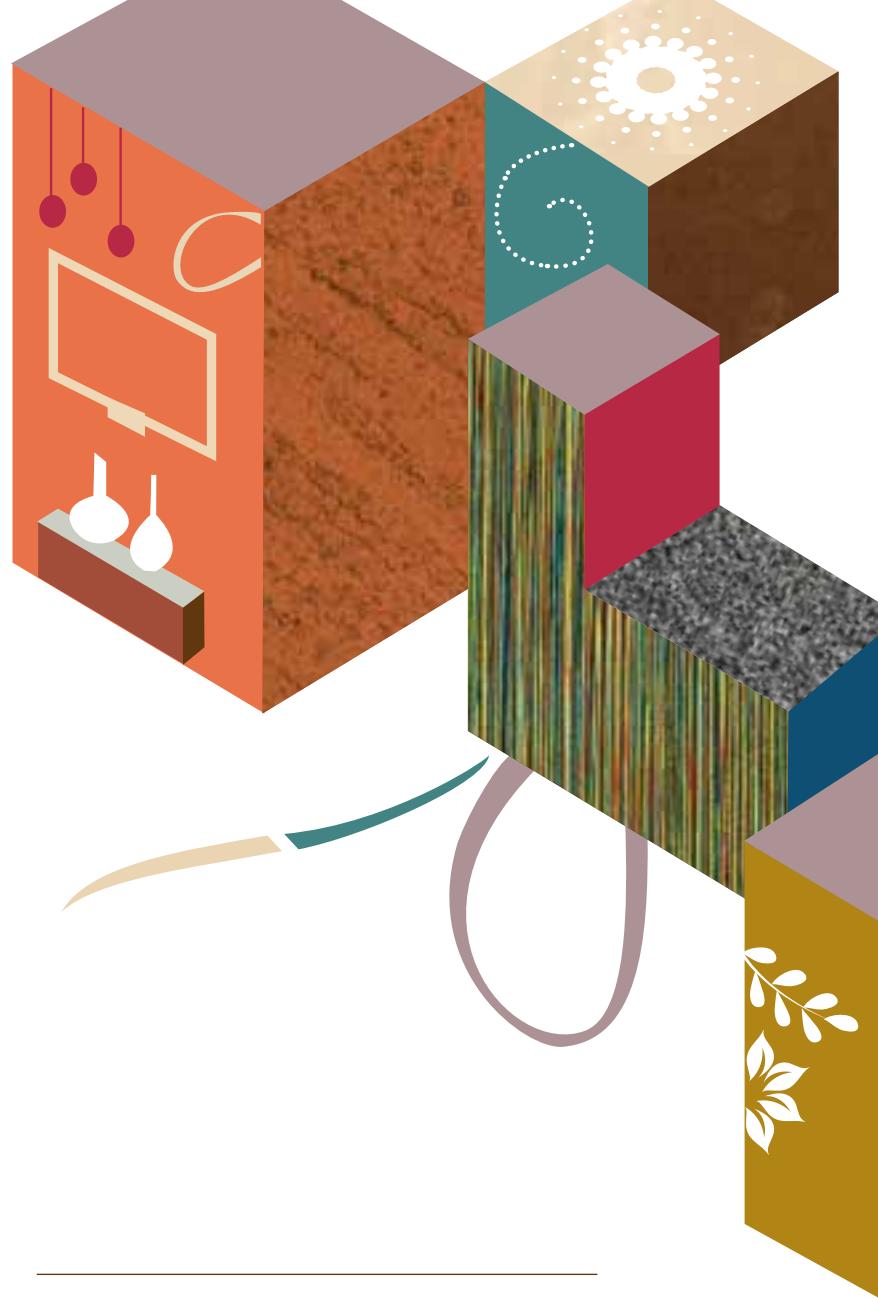
Innovation seldom
means doing
different things,
it means doing
things differently

That in essence is what your Company is doing. Paint is just one element of home décor. Apart from paints, your Company has made inroads into wall coverings, waterproofing solutions, kitchen and bath fittings. Innovation will drive your Company's transformation from being a single segment company to a company that partners with its consumers on home décor.



People + Passion = Possibilities





When one combines people and passion, you enjoy a spectre of success notwithstanding the challenges posed by the environment. When organizations are infused with passionate people, they can change the annals of corporate history. Your Company firmly believes in the transformative powers of people with passion. Thus, the Company adopts practices that are inclusive and policies that are open and transparent. Your Company engages with its people, understands their needs, and creates a conducive work environment. People and their development is a continuous agenda at your Company.

**We work with people,
infuse passion in
them and help
unleash possibilities**

Customer Centricity - not just meeting expectations, but beyond

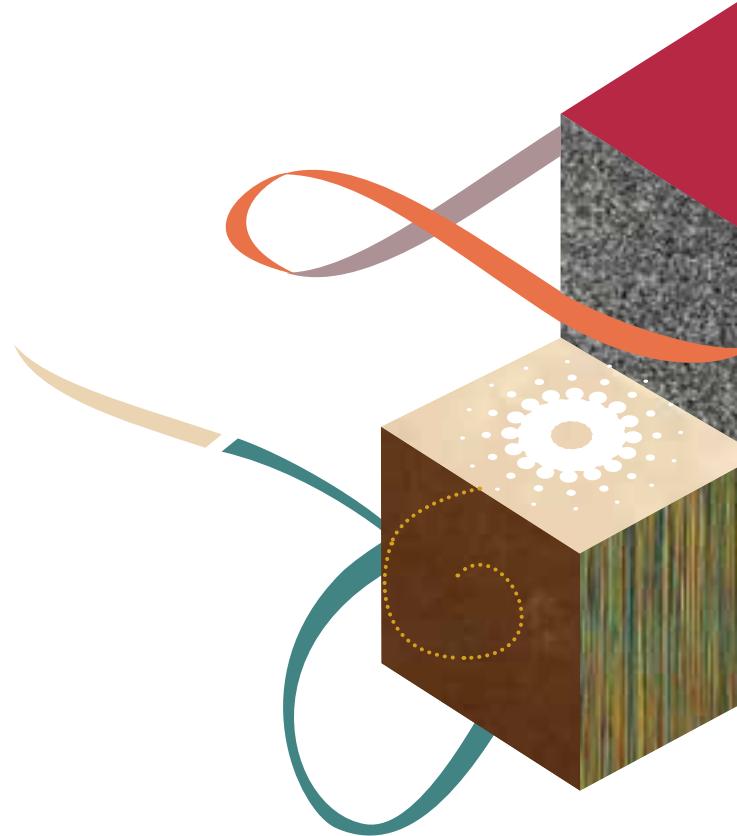
Your Company
focuses on improving
and sustaining
its customer
engagement



asianpaints
ezycolour

A view of Ezycolour Store, Kolkata

Your Company believes not merely in selling, but solving customer problems. In the paint business itself, the conventional shops have transformed into colour consulting centres where the dialogue with our customers help them choose the right shade combination and finally the product that will give them their dream home. The Company's customer engagement fundamentals have transformed the Company from a paint company to a Décor company, focusing on helping the customers to create beautiful homes.



A view of Signature Store, Mumbai post facelift

Ten Year Review - Standalone

RESULTS FOR THE FINANCIAL YEAR	2014-2015^	2013-2014^	2012-2013^	2011-2012^	2010-2011^	2009-2010	2008-2009	2007-2008	2006-2007	2005-2006
REVENUE ACCOUNT										
Gross Revenue	13,484.0	12,042.6	10,405.0	9,064.3	7,202.0	5,753.5	5,003.4	4,062.8	3,360.7	2,777.4
Net Revenue from Operations	11,648.8	10,418.8	8,960.1	7,964.2	6,336.1	5,134.1	4,278.7	3,426.5	2,827.0	2,324.3
Growth Rates (%)	11.8	16.3	12.5	25.7	23.4	20.0	24.9	21.2	21.6	18.7
Material Cost	6,439.8	5,940.0	5,163.4	4,746.3	3,646.9	2,840.2	2,606.9	1,956.1	1,660.7	1,351.7
% to Net Revenue	55.3	57.0	57.6	59.6	57.6	55.3	60.9	57.1	58.7	58.2
Overheads	3,198.5	2,701.6	2,249.4	1,866.1	1,532.0	1,275.0	1,103.8	908.0	736.7	616.5
% to Net Revenue	27.5	25.9	25.1	23.4	24.2	24.8	25.8	26.5	26.1	26.5
Operating Profit (EBITDA)	2,197.3	1,950.9	1,673.4	1,493.2	1,232.2	1,153.7	619.4	615.2	464.3	386.8
Finance Costs	27.1	26.1	30.6	30.8	15.4	13.8	10.4	8.3	6.9	3.8
Depreciation	223.1	212.3	127.0	99.5	94.5	60.7	57.2	43.8	45.4	45.5
Profit Before Tax and Exceptional items	1,947.1	1,712.5	1,515.9	1,362.9	1,122.3	1,079.2	551.8	563.2	412.0	337.5
% to Net Revenue	16.7	16.4	16.9	17.1	17.7	21.0	12.9	16.4	14.6	14.5
Growth Rates (%)	13.7	13.0	11.2	21.4	4.0	95.6	(2.0)	36.7	22.1	22.9
Exceptional items	(13.5)	(9.9)	-	-	-	25.5	(5.9)	-	-	(33.6)
Profit Before Tax and after Exceptional items	1,933.6	1,702.6	1,515.9	1,362.9	1,122.3	1,104.7	545.9	563.2	412.0	303.9
% to Net Revenue	16.6	16.3	16.9	17.1	17.7	21.5	12.8	16.4	14.6	13.1
Profit After Tax	1,327.4	1,169.1	1,050.0	958.4	775.2	774.5	362.4	375.2	272.0	186.8
Return on average capital employed (ROCE) (%)	49.9	51.7	54.0	59.3	62.1	78.2	51.3	60.5	52.9	49.7
Return on average net worth (RONW) (%)	33.9	35.3	38.1	42.9	43.9	58.4	35.8	44.9	39.8	31.3
CAPITAL ACCOUNT										
Share Capital	95.9	95.9	95.9	95.9	95.9	95.9	95.9	95.9	95.9	95.9
Reserves and Surplus	4,134.3	3,505.0	2,926.3	2,391.9	1,879.4	1,461.3	998.6	832.6	648.2	526.4
Deferred Tax Liability (Net)	167.8	177.1	143.3	80.8	75.5	47.9	47.9	31.5	22.1	28.5
Borrowings	39.6	47.7	54.1	168.2	65.7	68.6	74.5	94.7	125.7	91.1
Fixed Assets	2,105.0	2,050.2	2,154.4	1,611.9	1,096.9	1,088.2	711.8	539.2	346.5	324.7
Investments	1,893.8	1,671.2	872.5	913.8	1,034.8	703.7	234.8	422.9	334.4	274.6
Debt-Equity Ratio	0.01:1	0.01:1	0.02:1	0.07:1	0.03:1	0.04:1	0.07:1	0.09:1	0.17:1	0.15:1
Market Capitalisation	77,820	52,559	47,139	31,056	24,238	19,593	7,539	11,510	7,336	6,178
PER SHARE DATA										
Earnings Per Share (₹)^	*13.8	*12.2	10.9	10.0	8.1	*8.1	*3.8	3.9	2.8	*2.0
Dividend (%)	610.0	530.0	460.0	400.0	320.0	270.0	175.0	170.0	130.0	125.0
Book Value (₹)^	44.1	37.5	31.5	25.9	20.6	16.2	11.4	9.7	7.8	6.5
OTHER INFORMATION										
Number of Employees	5,897	5,555	5,236	4,937	4,640	4,382	4,260	3,924	3,868	3,681
Number of Shareholders	1,47,143	87,997	54,813	60,537	59,280	48,290	49,074	47,573	49,032	48,820

* EPS calculated on Net Profit after Exceptional items.

With effect from 1st August, 2013, face value of the Company's equity share has been subdivided from ₹ 10 per equity share to ₹ 1 per equity share and accordingly the EPS and book value for all comparative periods have been restated.

^ Figures are grouped as per the requirement of revised schedule VI under Companies Act, 1956 / Schedule III of Companies Act, 2013.

Ten Year Review - Consolidated

(₹ in Crores except per share data and ratios)

RESULTS FOR THE FINANCIAL YEAR	2014-2015 [#]	2013-2014 [@]	2012-2013 [@]	2011-2012 [@]	2010-2011 [@]	2009-2010 [@]	2008-2009	2007-2008	2006-2007	2005-2006
REVENUE ACCOUNT										
Gross Revenue	16,279.0	14,567.2	12,488.1	10,778.0	8,610.8	7,314.5	6,229.8	5,075.9	4,259.9	3,510.9
Net Revenue from Operations	14,182.8	12,714.8	10,938.6	9,632.2	7,722.3	6,680.9	5,463.9	4,407.2	3,670.0	3,021.0
Growth Rates (%)	11.5	16.2	13.6	24.7	15.6	22.3	24.0	20.1	21.5	17.4
Material Cost	7,971.5	7,340.7	6,413.0	5,795.3	4,474.6	3,758.0	3,370.6	2,577.6	2,199.4	1,792.1
% to Net Revenue	56.2	57.7	58.6	60.2	57.9	56.2	61.7	58.5	59.9	59.3
Overheads	3,975.9	3,376.2	2,793.6	2,328.2	1,919.6	1,695.6	1,425.5	1,170.6	989.9	838.3
% to Net Revenue	28.0	26.6	25.5	24.2	24.9	25.4	26.1	26.6	27.0	27.7
Operating Profit (EBITDA)	2,405.1	2,132.1	1,846.5	1,616.2	1,396.1	1,367.9	718.8	718.6	518.0	422.7
Finance Costs	34.8	42.2	36.7	41.0	23.2	28.5	26.3	21.2	18.9	11.4
Depreciation	265.9	245.7	154.6	121.1	113.1	83.6	74.4	59.2	61.1	60.6
Profit Before Tax and Exceptional items	2,104.4	1,844.2	1,655.2	1,454.1	1,259.7	1,255.9	618.1	638.3	437.9	350.6
% to Net Revenue	14.8	14.5	15.1	15.1	16.3	18.8	11.3	14.5	11.9	11.6
Growth Rates (%)	14.1	11.4	13.8	15.4	0.3	103.2	(3.2)	45.8	24.9	18.9
Exceptional items	(27.6)	(9.9)	-	-	-	1.2	(1.2)	(6.8)	(7.8)	(7.6)
Profit Before Tax and after Exceptional items	2,076.9	1,834.3	1,655.2	1,454.1	1,259.7	1,257.0	616.9	631.4	430.2	343.0
% to Net Revenue	14.6	14.4	15.1	15.1	16.3	18.8	11.3	14.3	11.7	11.4
Profit After Tax (after Minority interest)	1,395.2	1,218.8	1,113.9	988.7	843.2	835.6	397.8	409.2	281.0	212.1
Return on average capital employed (ROCE) (%)	45.3	47.6	50.3	54.3	58.9	74.4	46.5	56.3	45.9	42.2
Return on average net worth (RONW) (%)	31.8	32.8	36.3	40.1	43.3	57.4	36.4	46.5	39.5	35.0
CAPITAL ACCOUNT										
Share Capital	95.9	95.9	95.9	95.9	95.9	95.9	95.9	95.9	95.9	95.9
Reserves and Surplus	4,646.4	3,943.3	3,288.4	2,652.6	2,091.5	1,614.1	1,107.3	886.5	681.9	550.3
Deferred Tax Liability (Net)	179.9	187.8	154.4	92.8	85.2	56.2	53.3	39.1	26.8	34.1
Borrowings	418.2	249.2	251.0	341.1	233.4	229.2	308.6	275.2	306.2	261.3
Fixed Assets	2,610.2	2,491.8	2,456.0	1,876.1	1,316.0	1,280.1	905.1	691.7	493.2	451.9
Investments	1,587.8	1,423.6	778.8	750.7	922.0	624.1	78.4	276.7	192.7	164.1
Debt-Equity Ratio	0.09 : 1	0.06 : 1	0.07 : 1	0.12 : 1	0.11 : 1	0.13 : 1	0.26 : 1	0.28 : 1	0.39 : 1	0.4 : 1
PER SHARE DATA										
Earnings Per Share (EPS) (₹) ⁺	* 14.5	* 12.7	11.6	10.3	8.8	* 8.7	* 4.1	* 4.3	* 2.9	* 2.2
Book Value (₹) ⁺	49.4	42.1	35.3	28.7	22.8	17.8	12.5	10.2	8.1	6.7

* EPS calculated on Net Profit attributable to shareholders after Exceptional items

This period includes 15 months (1st January 2009 to 31st March 2010) of Overseas Subsidiaries.

@ Figures are grouped as per the requirement of revised schedule VI under Companies Act, 1956 / schedule III of Companies Act, 2013.

+ With effect from 1st August, 2013, face value of the Company's equity share has been subdivided from ₹ 10 per equity share and accordingly the EPS and book value for all comparative periods have been restated.

Performance Highlights - Standalone

11.8%

Net Revenue from
Operations growth

13.5%

Net Profit growth

₹ 6.1

Total Dividend per share

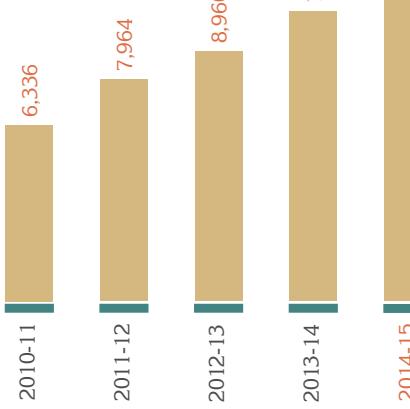
52.6%

Dividend payout ratio

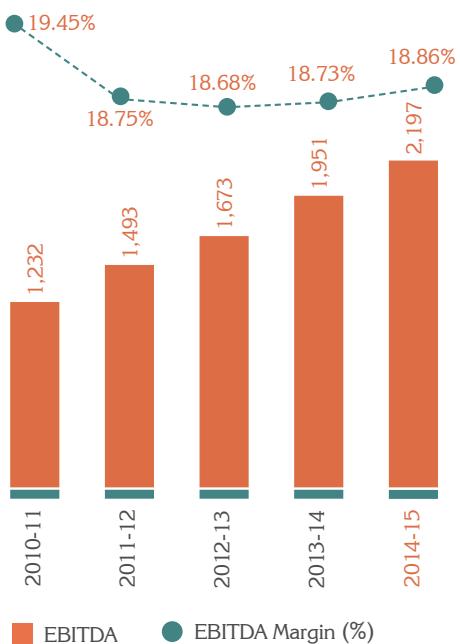
\$ 12bn

Market Capitalisation
as at 31st March, 2015

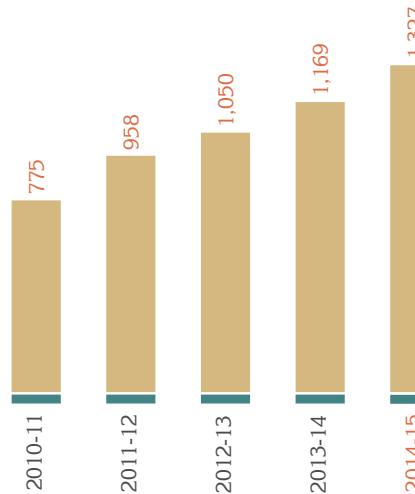
Net Revenue from Operations
₹ in Crores



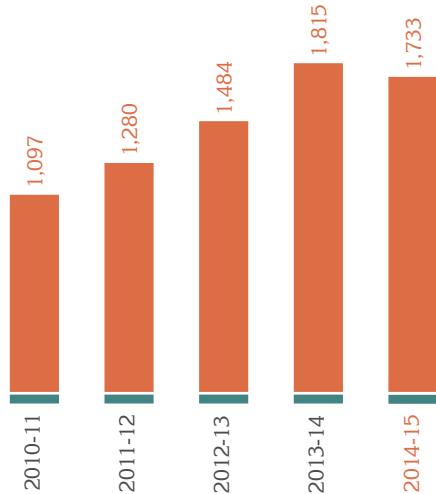
EBITDA & EBITDA Margins (%)
₹ in Crores

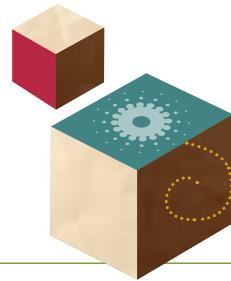


PAT
₹ in Crores

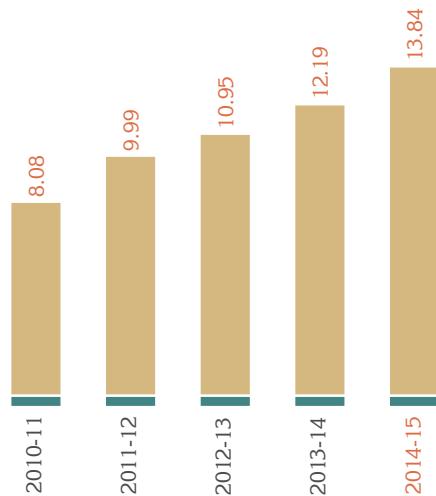


Cash generated from operations
₹ in Crores

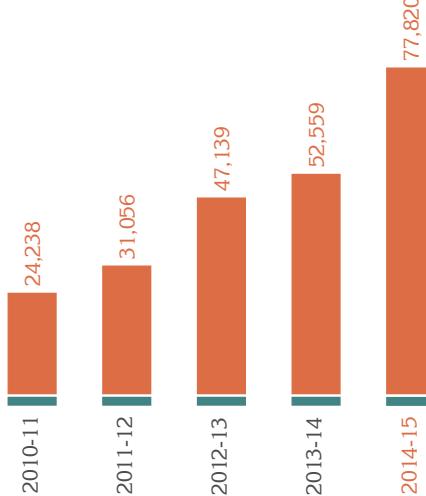




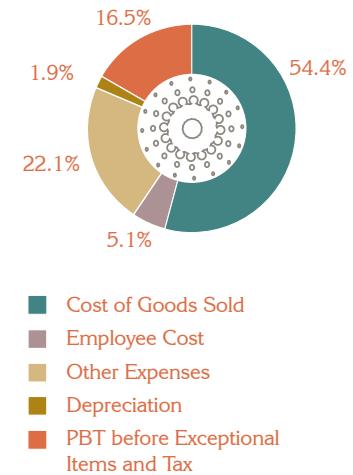
EPS after Exceptional Items
in ₹



Market Capitalisation
₹ in Crores



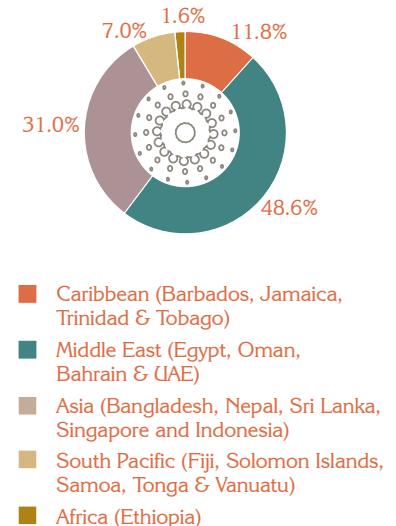
Percentage of total revenue
built-up for 2014-15



Balance Sheet elements and ratios

	2011	2012	2013	2014	2015
Net Fixed Assets ₹ in Crores	1,057.2	1,009.0	2,101.9	2,012.2	1,965.5
Asset turnover ratio	6.0	7.9	4.3	5.2	5.9
Capital Employed ₹ in Crores	1,833	2,349	2,866	3,362	3,959
ROCE (%)	62	59	54	52	50

Percentage of Net Sales
contribution of each region to
overall International operations
for 2014-15





Management Discussion and Analysis

OVERVIEW OF THE ECONOMIC ENVIRONMENT

2014-15 has been a year marked by excitement and its share of challenges. The decisive political mandate accorded in the general elections set the stage for surging hopes for a rapid economic turnaround of the Indian economy. While many macro-economic indicators have improved during the course of the year, the journey to realize the growth potential of the economy is slow and challenging.

On the macro front, the biggest comfort came from the sharp drop in crude prices. For a large net importer like India, the decline in crude prices has helped in controlling the trade deficit and easing inflation. Headline inflation as measured by CPI has eased by almost 360 bps to 5.9% in 2014-15. Even the trade deficit is largely unchanged from 2013-14 despite weak export growth, helped by the soft commodity prices, especially crude and contained gold demand. Improving

macro indicators and sentiment driven pick-up in reform momentum have resulted in renewed portfolio investment interest in the economy. The consistent portfolio inflows coupled with prudent management by the Central Bank has resulted in a relatively stable exchange rate environment. The improving macro factors have resulted in improvement in the overall growth with GDP growth in 2014-15 estimated at 7.4% against 6.9% in 2013-14.

While the headline indicators point towards steady improvement, the recovery on the ground has been rather slow. Lower inflation has not resulted in significant improvement in demand conditions. The demand conditions have been quite challenging across sectors as borne out by the slow improvement in industrial production. Some of the other key underlying drivers like credit growth and fixed capital formation also highlight a very sluggish environment. Similarly,

Brand 'asianpaints' stands for inspiring décor and partnering with consumers in creating their beautiful homes



numbers related to the housing and real estate sector do not indicate a very positive trend either.

DECORATIVE INDIA BUSINESS

Environment

The overall weak demand environment in the economy was also reflected in the decorative paints demand in the domestic market. Demand conditions have been challenging across most of the markets – more severely so in states of Punjab, Delhi, Tamil Nadu and Kerala. A short Diwali festival season, unseasonal rains and prolonged winter in Northern India have also added to the woes of the paint industry. The Institutional sales business (referred to as the Project Sales business in your Company) also faced a slowdown of demand. Notwithstanding the trying circumstances, your Company did well to manage and grow its business in most parts of the country. And while this growth was lower than expected, profitability improved on account of reduction in key raw material prices, specifically in the second half of the year, on the back of significant drop in crude

prices. Your Company has undertaken a price reduction in the last quarter of 2014-15 to pass on this benefit to the consumers.

Emulsions

At a product category level, the growth in interior emulsions continues to be led by 'Tractor Emulsion' with advertising and field initiatives focused on the proposition of 'smart choice'. The growth in top end 'Royale Emulsion' has been on a lower side. However, the top end variant 'Royale Aspira', which had a nationwide launch in the previous year, has done well across markets.

In the exterior emulsion category, the top end brand 'Ultima' continues to grow well. 'Ultima Protek', that offers best in class benefits, has grown rapidly across retail and projects segments. The economy segment in exterior emulsions has witnessed slowdown in growth. With sustained efforts in educating the customers and painters on the use of correct painting system, the growth of exterior undercoats has been good.

Wood Finishes

In the wood finishes category, the high end finishes like Polyester and Polyurethane (PU) launched in collaboration with Renner Italia of Italy have performed well across markets. 'Aquadur', water-based PU, has been well accepted in the market. The Company has extended the concept of 'inspiration décor' even in the wood finishes category by launching full range of clear and opaque colours across different products and exclusive special effects in wood and glass coatings.

Wall Coverings

Brand 'asianpaints' stands for inspiring décor and partnering with consumers in creating their beautiful homes. In order to provide cutting edge inspirational décor to consumers, your Company launched a full range of Wall Coverings under the brand "Nilaya – by Royale Play". Nilaya range of wallpapers has one of the largest variety compiled in partnership with the leading manufacturers in the world and comprises of designer handcrafted range, 'paintable' range, thematic collections and decals. Nilaya



Energy conservation initiative by installation of solar panel at the Company's manufacturing facility located at Sriperumbudur, Tamil Nadu

range has been launched to Architects and Designers and promoted through Colour Ideas Stores across the country.

Paint Application Tools

Your Company had launched a range of paint application tools in collaboration with Harris Brushes of UK in 2012-13. In 2014-15, the tools and implements portfolio was strengthened by launch of new products. Sustained field marketing effort has resulted in the wide acceptance and good growth in this segment.

New Products

Your Company has launched several new products during the year 2014-15. Notable amongst them are Royale Water Based Enamel, Royale Matt, 2X Primer cum putty, Primero primer-cum-sealer, Asian Filling Putty and Apex Matt.

Colour Stores

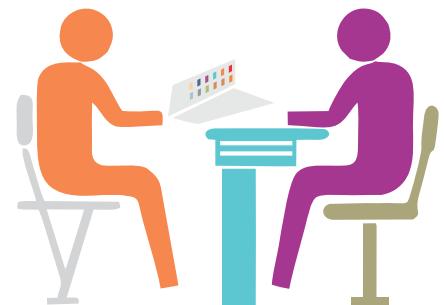
The 'Colour' Stores (which are your Company's Signature Experience Stores) at Mumbai and Delhi continue to attract large number of customers every day. Especially noteworthy is a sharp

rise in the number of 'in-store' colour consultancy customers to more than 9,000 during the year. In the second half of the year, 'Colour' Store at Mumbai has been refreshed to significantly enhance the customers' experience and to incorporate newer offerings from your Company like Wall Coverings and higher end wood finishes.

Another Company operated store format, 'Ezycolour Store' at Kolkata which was opened in August 2013, performed well by registering more than 2,000 colour consultation customers during 2014-15.

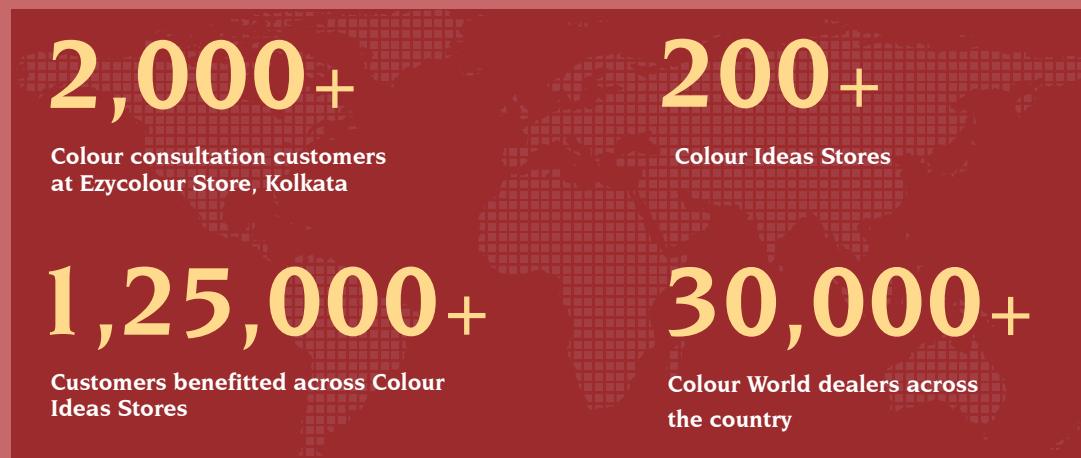
Colour Ideas Stores

The count of Colour Ideas Stores, at the top of retailing hierarchy, increased to more than 200 with a record installation of 70 new stores during 2014-15. In-store Colour Consultancy is a key feature of these stores which benefited more than 1,25,000 customers across these Colour Ideas Stores during the year. Your Company has also launched an exclusive wood finish Colour Ideas Store to promote the extensive range of wood finishes available with the Company.



9,000

A sharp rise in the number of 'in-store' colour consultancy customers to more than 9,000 during the year



Colour World and Ezycolour

Your Company continued to broaden its network by installing more than 3,000 Colour Worlds taking the tally of Colour World dealers to over 30,000 across the country. During the year, your Company has implemented 'Ezycolour Retailer' program in more than 2,000 dealerships across the country. Each Ezycolour dealer shop is equipped with a self-help colour consultation kiosk, finishes demonstration and inspiration kits, trained shop assistant and trained contractors to help consumers get a differentiated experience while shopping at these stores.

Your Company has made sustained investments in building powerful brands over the years. During 2014-15, the Company promoted its service brand 'Ezycolour'. Brand 'Ezycolour' stands for 'partnership with consumers in his / her home decoration'. A new TV campaign was ably supported on ground by two flagship services - 'Ezycolour Home Solutions' and 'Ezycolour Consultancy @ Home'.

The 'SmartCare' range comprising of waterproofing and crack bridging products has seen excellent growth in sales and acceptance across markets. The Ezycolour Home Solutions (EHS) service continues to service more than 19,000 customers across 13 cities. The modern day consumers have expressed their desire to complete the painting work faster and in a cleaner manner. In order to fulfil this expectation, your Company launched 'Express Painting Service' under Ezycolour Home Solutions with mechanised 'dust free' application to complete painting job within a week. The 'Ezycolour Consultancy at Home' (ECCH) was extended to 24 cities with more than 16,000 customers having availed this service in 2014-15.

Manufacturing

Your Company has been continuously investing in expanding its manufacturing footprint to serve customer demand.

In its second year of operations, the Khandala plant in Maharashtra significantly ramped up production. This

significant ramp up and maximization of output from Rohtak plant in Haryana has allowed your Company to meet the shortfall in production from the Sriperumbudur plant in Tamil Nadu, which continues to struggle with a challenged industrial relations scenario.

As reported in the last Annual Report, your Company undertook a comprehensive review of its manufacturing capacities and has initiated a project to double the capacity at Rohtak plant in Haryana from the existing 2,00,000 KL per annum to 4,00,000 KL per annum. The work for this expansion project is expected to be completed by March 2016.

The comprehensive modernization program currently underway at your Company's older manufacturing facilities at Ankleshwar in Gujarat and Kasna in Uttar Pradesh will improve the ergonomics and level of automation in these plants leading to greater reliability, scalability and efficiency.

Your Company discontinued manufacturing activities at its Bhandup plant, Mumbai on

5th May, 2014. A "Voluntary Retirement/Separation Scheme" along with an alternate option of relocation to other factories/establishments of the Company was offered to all the workmen at the plant. All workmen had accepted either the Voluntary Retirement/Separation Scheme or relocation to another factory/establishment of the Company.

In order to meet the demand in the Southern and Eastern parts of the country, your Company is looking to set up paint manufacturing facilities in the states of Karnataka and Andhra Pradesh. Your Company signed a Memorandum of Understanding with the Government of Andhra Pradesh for setting up a manufacturing facility for manufacture of paints and intermediates in Visakhapatnam district. An amount of approximately ₹ 1,750 crores would be invested by the Company in phases over a period of twelve years. Your Company is in the process of acquiring land for this manufacturing facility, subject to due diligence and obtaining necessary regulatory approval. The maximum capacity of the proposed manufacturing facility at Visakhapatnam, Andhra Pradesh would be 4,00,000 KL per annum.

Distribution and Sourcing

Your Company continues to make investments in physical infrastructure, processes and information technology tools to maintain its service leadership.

In order to remain at the cutting edge, your Company has made significant progress on increasing the diversity of its sourcing initiatives which has led to the discovery of newer raw materials as well as newer suppliers. This has led to an improvement in sourcing efficiencies resulting in lower cost and better supplies.



An outside view of the new manufacturing facility of Asian Paints (Middle East) LLC, subsidiary in Sultanate of Oman

INTERNATIONAL OPERATIONS

The overall business conditions for your Company's International operations were challenging with many key markets feeling the impact of subdued growth. The political turmoil in Egypt, your Company's largest overseas subsidiary, stabilized during the year after three years of instability. However, the depreciation of the Egyptian Pound in excess of 8% and shortage of dollars affected operations. The decline in crude prices in the second half of the year impacted economic growth in units in Oman, Bahrain and Trinidad. The Bangladesh unit witnessed political unrest beginning January 2015 after being fairly stable for the first three quarters of the year. After enjoying a fairly stable political environment and economy for most part of the year, the Nepal unit witnessed disturbances arising out of a political deadlock in promulgation of the new constitution starting January 2015. The devastation brought out by the recent earthquake in Nepal would have an impact on your Company's operations in Nepal and would require sustained efforts to pull through. The business sentiments in the Caribbean region were subdued due to the impact of widespread chikungunya disease and also on account of drought in Jamaica.



A view of one of the manufacturing facilities of Kadisco, subsidiary in Ethiopia

Memorandum of Understanding signed with Government of Andhra Pradesh for setting up of a facility for manufacturing of paints and intermediates

Steps taken for setting up paint manufacturing facility and operations as part of greenfield foray into Indonesia

Your Company expanded its international footprint by acquiring a 51% controlling stake in Kadisco Paint & Adhesive Industry Share Company (Kadisco), Ethiopia through its wholly owned subsidiary Berger International Limited, Singapore in the month of February 2015. Kadisco is one of the leading paint companies in Ethiopia, engaged in manufacturing and selling of decorative paints, industrial paints, automotive paints, other coatings and adhesives in Ethiopia.

During 2014-15, your Company took steps for setting up paint manufacturing facility and operations as part of a greenfield foray into Indonesia. Your Company has received approval for setting up the said manufacturing facility with a capacity of 24,550 MT per annum. PT Asian Paints Indonesia was incorporated as a wholly owned subsidiary of Berger International Ltd., Singapore for the said purpose. Land for the manufacturing facility is identified and the process of acquisition of land is in progress.

During the year, Berger International Limited, Singapore became a wholly owned subsidiary of Asian Paints (International) Limited, Mauritius effective 31st July 2014 on completion of the selective capital reduction.

Your Company has worked to strengthen its position in the international subsidiaries by focusing on key business enablers such as increasing the reach in both the general trade network and Colour World activations, plugging product portfolio gaps, improving service levels to the network, driving expansion in the existing export territories and ensuring that the Company continues to drive the culture of customer centricity through various initiatives.

The new brand ambassador for Asian Paints in Sri Lanka has helped create a positive impact in the market. Water proofing and Wood finish range of products were launched in Nepal. Intumescent coating under the brand 'APCOCHAR' was successfully launched in the Gulf region.

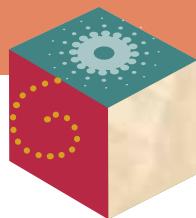
Manufacturing

During the year, expansion of manufacturing capacity in Bangladesh to 24,000 KL was completed. In Oman, project of setting up of new manufacturing facility with annual capacity of 21,000 KL in Sohar is in the advanced stage of completion and product trials are being taken. It is expected to be commissioned fully by May 2015.

All units continued to focus on reducing the environmental impact of their operations through various initiatives to minimise waste generation and energy usage by emphasizing on 3R's (Reduce, Reuse and Recycle) strategy.

Against the backdrop of difficult market conditions, the international operations have delivered a good performance

In February 2015, your Company through its wholly owned subsidiary Berger International Limited, expanded its international footprint by acquiring 51% controlling stake in Kadisco Paint & Adhesive Industry Share Company, a leading paint company in Ethiopia



driven by improvement in operational efficiencies, softening input costs and prudent fiscal management.

HOME IMPROVEMENT BUSINESS

Your Company's vision is to move from being only a paints company to being a provider of complete décor solutions to help customers create their dream homes.

Your Company embarked on this journey in 2013-14 with the acquisition of 51% stake in the Sleek group which caters to the organized modern kitchen space. Your Company is taking several initiatives to streamline the acquired businesses, bring in operational efficiencies and improve the scale of business.

The vision moved a step further, with a foray in the Bath space with the acquisition of the front end sales business of Ess Ess Bathroom Products Private Limited, a quality player in the bath fittings segment, in June 2014, along with its brands, network and sales infrastructure.

Kitchen Business

At Sleek, the two models of business, providing full kitchen solutions to consumers and providing storage accessories and components to carpenters/contractors for setting up consumer kitchens, are being taken forward.

Your Company has added a new range of hardware to complete the product portfolio and has expanded the dealer network for full kitchens and for storage components, accessories and hardware in several states. This expansion of network has tried to leverage the existing dealer network for paints with several paint dealers opening stores for kitchens and components. While this



A Sleek stand at Index Exhibition 2014 in Mumbai

mode of expansion has been slower than expected, each step has been a learning for your Company in getting a better understanding of the market dynamics in this business.

Sleek also runs twenty six (26) of its own modular kitchen stores across Mumbai and other metros. During the year, it focused on improving the operational efficiencies at these stores. Few unprofitable stores were closed down and new stores opened. In the year gone by, this segment of the business was adversely impacted by the weak consumer sentiments and lower discretionary spends.

At the same time, Sleek's Projects division registered a healthy sales growth during the year with supplies to some renowned builders in and around the Mumbai region. Your Company sees projects as an important and exciting segment in the coming years with many builders across the country keen to provide improved amenities to their customers, including modular kitchens, in which Sleek enjoys a good brand presence.

Sleek also optimized the capacity available at its subsidiary company, Kitchen Grace (India) Private Limited (KGIP), for shutters and carcasses to ensure availability and faster turnarounds. During the year, Sleek acquired the balance 13.99% stake in KGIP from the minority shareholder, thus making KGIP a 100% subsidiary of Sleek from January 2015. Sleek continues to modernize its wire accessories manufacturing unit at Vasai near Mumbai.

Bath Business

The bath business was acquired in June 2014. The primary thrust in that business in 2014-15 has been to integrate the team and operations into your Company.

The manufacturing operations, which continue to be operated by the erstwhile owner of the business as a toll manufacturer for your Company's bath business, have been streamlined to deliver faster turnaround and greater reliability. With the infusion of working capital into the business, the availability of raw materials and manpower has been improved leading to better service for existing customers.

Branding in Home Improvement

The kitchen and bath businesses have been co-branded with Asian Paints, with the visual representation as below:



The “Sleek by Asian Paints” and “Ess Ess by Asian Paints” approach has been received very positively by the existing network and consumers, as this brings the expertise of the individual businesses together with the credibility and trust of the “asianpaints” brand.

INDUSTRIAL BUSINESS

Automotive Coatings: PPG Asian Paints Private Limited (PPG-AP)

PPG-AP, the first 50:50 Joint Venture of your Company with PPG Industries Inc., USA for manufacturing Automotive, OEM, Refinish, Marine, Packaging and certain Industrial Coatings is the second largest automotive coatings supplier in the country and one of the largest auto-refinish coatings company.

All the vehicle segments showed positive growth as compared to the previous year. The Passenger and the Commercial vehicle segment grew by 4.3% and 21.2% respectively while the two-wheeler segment grew by 9.6%. This in turn had a positive impact on the automotive coatings market and led to top line growth for PPG-AP. The profitability of the business also improved on the back of benign raw material prices and stable Rupee.

Non-Auto Industrial Coatings: Asian Paints PPG Private Limited (AP-PPG)

The industrial production which had slowed down since 2011-12, reversed the trend in 2014-15, though marginally. This slight improvement led by growth in infrastructure investment, capital goods and new projects, led to good double digit growth in sales for AP-PPG, the second 50:50 Joint Venture of your Company with PPG Industries Inc., USA. Its Protective Coatings business grew at a faster clip than the Powder Coatings business. Both the businesses were successful in securing good market presence in their respective segments. AP-PPG also did well to protect its margins and grow despite supply constraints, especially in the second half of the financial year. The positive trend in the second half of the financial year helped the business to reduce the negative impact faced in the first half from provisions for receivables and obsolete inventory.

Cost reduction, better working capital management, effective technical service and technology support remained the major focus areas during the year.

The “Sleek by Asian Paints” and “Ess Ess by Asian Paints” approach has been received very positively by the existing network and consumers



New offerings by Ess Ess



Members of the Board of Directors and Senior Executives of the Company at the manufacturing facility at Khandala, Maharashtra

Capability building in specific segments in both the Protective Coatings and Powder Coatings businesses as well as focus on conventional range of products were key strategies for topline growth.

OTHERS

The profits from your Company's manufacturing operations for intermediates - Phthalic Anhydride and Pentaerythritol, were in line with expectations. These operations were set up as backward integration initiatives, primarily to cater to the in-house demand for these materials. During the financial year 2014-15, 69% of Phthalic Anhydride and 51% of Pentaerythritol produced was transferred for internal consumption.

During the year, the capacity at the Pentaerythritol facility at Cuddalore, Tamil Nadu was increased by 22% to 6720 MT per annum. Energy efficiency improvement programs implemented at the Phthalic Anhydride facility earned the plant recognition from the Indian Chemical Council (1st prize), Bureau of Energy Efficiency, Ministry of Power, New Delhi (Certificate of Merit) and Gujarat

Cleaner Production Center (1st prize) during the year.

The Chemicals business has been under pressure during the year gone by, faced with tough demand conditions and lower realizations in the Phthalic Anhydride business. Your Company is keeping a close watch on the business environment impacting both these businesses.

HUMAN RESOURCES

One of the principal anchors of your Company's ability to cope with challenging business environment is its strong culture of customer centricity, innovation and people focus. Your Company has embarked on several initiatives to strengthen its Employee Relations. Your Company has a long-standing practice of developing talent from within by providing on-the-job learning opportunities and career development platforms to all including front line employees of the organization. Your Company's commitment to the development of employees is best reflected in how individual development conversations and the People Review Programs are being institutionalized

in the organization. There is a constant endeavour to identify individual capability development needs and provide structured support and intervention to hone these capabilities.

All the manufacturing locations are working on an ambitious Employee Relations agenda through various initiatives like "Continuous Education Scheme", providing vertical growth plans from operator to staff level and create an environment of inclusive participation by involving operators in decision-making process through Quality Circles and Total Preventive Maintenance programs.

Throughout the year, your Company has worked on integrating employees of the businesses acquired during the year, namely Ess Ess in India and Kadisco in Ethiopia.

To strengthen employee experience, your Company has launched an Employee Help Desk named 'SAMPARK'. Your Company has started a Diversity focused initiative called 'SWARA', to promote inclusivity and enable employees from different backgrounds, cultures and life

stages to perform to the best of their potential.

ENVIRONMENT, HEALTH & SAFETY

Environment, Health and Safety (EHS) is one of the primary focus areas for your Company. Your Company's EHS policy is to consider compliance to statutory EHS requirements as the minimum performance standard and is committed to go beyond and adopt stricter standards wherever appropriate.

Your Company's paint manufacturing facilities and the two intermediates manufacturing facilities have the ISO 14001 environmental certification. In the 2014-15, the six decorative paint factories have undertaken extremely challenging initiatives in the following areas of environmental sustainability –

- a. reducing non-process water consumption
- b. improving water-neutrality
- c. reducing trade-effluent generation
- d. reducing hazardous waste generation
- e. reducing electricity consumption
- f. improving the contribution of renewable energy

Your Company has made substantial investments in the past year to generate more Renewable Energy in our manufacturing facilities. A Rooftop Solar Power plant was commissioned at the Sriperumbudur factory in the middle of 2014-15 and a substantial portion of energy consumption is now generated from this source. Similar rooftop solar power plants are being commissioned at Rohtak, Khandala & Kasna plants and will be operational in 2015-16.

Another company-wide initiative that was worked upon was about reducing the usage of virgin-paper consumption

as also its wastage whilst improving the recycling of waste paper. The factories and corporate office have run awareness campaigns to sensitize and educate employees on judicious use of paper and to avoid its wastage.

Your Company also gives priority and attention to the health and safety of its employees and trains all the employees to work as per prescribed procedures designed to meet all EHS requirements of the Company. Your Company is implementing a pilot project on Behaviour Based Safety program at one of the factories. Put together, the three facets of – a sensitized safety culture, high quality safety infrastructure and strong management practices – will help us produce consistent results in safety performance.

INFORMATION TECHNOLOGY

Digital technology is a major disruptor for businesses everywhere and has the potential to alter the way businesses are being run. Your Company continues to leverage right digital technology to help create and refine business models including our services and home improvement businesses.

In 2014-15, investments were made in Next Generation CRM systems and Customer Experience Management platforms which will help to analyze customer interaction patterns across both physical and digital touchpoints in real time to offer personalized campaigns and offers to the right customer segments on our website, contact centre and physical touchpoints (Colour Ideas stores, Signature Colour stores).

With large investments in assets at our manufacturing facilities, your Company has embarked on a multi-year asset care program to invest in a state-of-the-art enterprise asset management platform

that will simplify, automate and improve processes around managing health of the equipment. This will provide early visibility into possible breakdowns thereby preventing unplanned downtimes in the factory. A comprehensive disaster recovery plan for the IT systems has also been made operational.

Your Company is revamping its investments in information technology tools and processes to better manage the demand of an expanding product portfolio. The Supply Chain Visibility solution has won the Global Innovation Award in Business Process Simplification category.

For a vibrant company, it is essential to have good processes in Human Resources (HR). Your Company has changed its information technology tools and implemented a state-of-the-art



A Diversity focused initiative called 'SWARA', has been launched to promote inclusivity and enable employees from different backgrounds, cultures and life stages to perform to the best of their potential

cloud-based HR platform to cover all aspects about people management like employee life cycle, career development and succession planning, learning management, performance management and employee collaboration across your Company in India and abroad.

Information Technology has been a key ingredient in helping your Company not only integrate but in supporting the newly acquired Home Improvement businesses.

RESEARCH AND DEVELOPMENT

Your Company has laid special emphasis on R&D and initiated various programs to accelerate innovation in order to build a robust new product pipeline for sustained growth and profitability. Accordingly, the entire project portfolio of R&D has been restructured around four technology horizons to ensure that appropriate focus and priorities are allocated to defend and extend existing business as well as create new business for future growth.

Your Company has formed a seven member "Technology Council" comprising of the MD & CEO, President-Technology, Vice President-Technology and four external members, two each from India and USA. Three external members are eminent scientists and Professors of high repute from academia/university and the fourth member is an industry professional and a management consultant. The Technology Council acts as a 'think tank' for your Company in matters related to technology and will help the company management to refine its technology plans, help identifying new business opportunities based on disruptive technologies, provide guidance in formulating strategies for innovation and intellectual property management, establishing



connections with academia and external partners for collaborative projects, talent scouting and many others.

The outcome of all these initiatives have resulted in accelerated new product delivery. During 2014-15, your Company has launched sixteen (16) new products in the decorative segments and seven (7) in the industrial segment. A complete range of products to offer full solution to tile segment has been introduced. The entire 'Royale Play' segment has been made green as per the requirements of the Green Seal Standard GS-11. In the industrial product portfolio, your Company has successfully launched cellulosic intumescence coatings in the UAE and Bahrain market.

Recently, the prestigious high end premium interior product 'Royale Aspira' has been approved for GS-11 certification by US Green Building Council (USGBC) after an extensive audit of formulation and manufacturing processes at plant carried by a team of auditors from USGBC.



An inside view of Research & Technology Centre at Turbhe, Maharashtra

Scientists working at your Company's R&D Centre at Turbhe in Maharashtra received four out of six All India Paint Association (IPA) awards, two each in research and review category, and these scientists were felicitated during the 27th IPA conference held in Kolkata in January 2015.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has adequate systems and processes of internal controls which are commensurate with its size and nature of operations. They have been designed to provide reasonable

assurance with regard to recording and providing reliable financial information, complying with applicable statutes, safeguarding of assets, authorization of transactions and adherence to the Company's policies and practices.

The internal controls and governance process are duly reviewed for their adequacy and effectiveness through periodic audits by independent internal audit function. The internal audits are carried out as per risk-based internal audit plan, which is reviewed and approved by the Audit Committee. Your Company's Audit Committee periodically reviews the findings and suggestions for improvement and is periodically apprised on the implementation status in respect of the actionable items.

Effective steps are taken by the Management to enable continuous monitoring of lead control indicators and action taken towards correcting identified gaps. Respective functions have been trained and equipped to enable continuous monitoring of exceptions by themselves to reduce surprises and enable corrective action on timely and regular basis.

Your Company has initiated steps to benchmark its control systems against the principles and components prescribed in "COSO's Internal Control – Integrated Framework" issued by The Committee of Sponsoring Organization (COSO) of the Treadway Commission. Your Company is taking steps to ensure that all the components of internal control as mentioned in the framework are present and operating effectively.

OUTLOOK AND RISKS

The recent trend in macro indicators clearly point towards improving

fundamentals of the domestic economy. The Central Government has also shown its intent in furthering the reform momentum to revive investments and improve governance. The global commodity cycle is expected to be benign with consumption demand from the Chinese economy slowing down. Taking cues from the inflationary trend, the Reserve Bank of India has already eased the monetary cycle and is expected to bring out more interest rate cuts going forward. All this favorable factors coupled with some of the important developmental reforms that are being pursued by the Central Government like the tax, reform and push for infrastructure spending will set the stage for further pick-up in economic activity in 2015-16. This should augur well for your Company's business across decorative paints, industrial coatings and home improvement. The extended Diwali festival season and expected benign raw material prices should also support growth. A cause of concern is the forecast for below average monsoon released by the Indian Meteorological Department (IMD) which could impact the inflation expectations and hurt the economic recovery. This could have a potential adverse impact on the demand conditions for your Company's products. Another potential risk factor to the optimistic outlook could be any significant flare-up in crude prices which have bounced back strongly over the last month. Recent weeks have also highlighted the interlinkage of the global financial markets with data releases from US and Europe leading to increased volatility in the domestic exchange rate. Such volatile environment could have an adverse impact on the optimistic outlook.

On the International front, the Eurozone continues to face challenges, specifically on the debt front in Greece. There are also increasing expectations

During 2014-15, your Company has launched sixteen (16) new products in the decorative segments and seven (7) in the industrial segment



that the US Fed would start raising rates during the course of the year. Both these factors can dictate capital flow across markets, including India and could have significant impact on the global currency markets. China, the largest global growth engine, is also slowing down and this could

Your Company
believes in its ability
to address these
opportunities and
challenges to deliver
strong and consistent
performance in the
coming years

put further pressure on the global commodities. Some of the markets, where your Company operates, are under economic slowdown and growth is not expected to pick up in a marked manner across your Company's international operations in the near future. A lot would also depend on the political environment in some of the key markets like Egypt, Nepal and Bangladesh.

The foray in the home improvement business is in its initial stages and your Company is constantly learning and navigating its path as it takes steps to scale up the business. And like any new course, it will have its share of hits and misses. Your Company would continue to leverage on its distribution strengths to make this business a meaningful contributor over the coming years.

Over the long term, India continues to offer lot of opportunities that would continue to fuel the growth in the domestic paint industry for both, decoratives as well as industrial products. The current lower per capita consumption of paints in the

country coupled with rising aspirations of the large, younger generation offer tremendous growth opportunities for the decoratives products. These rising aspirations of the well-informed younger generation would also spur the Home Improvement category. At the same time, with continued focus on infrastructure development and with the Government's push for the "Make-in-India" play, even the industrial products could see a sustained growth phase in future. A large and growing market like India is bound to draw competition interest and your Company believes in its ability to address these opportunities and challenges to deliver strong and consistent performance in the coming years.

Certain statements in Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results and actions might differ materially from those either expressed or implied.

Some Key Products Portfolio

Interior Paints



Exterior Paints

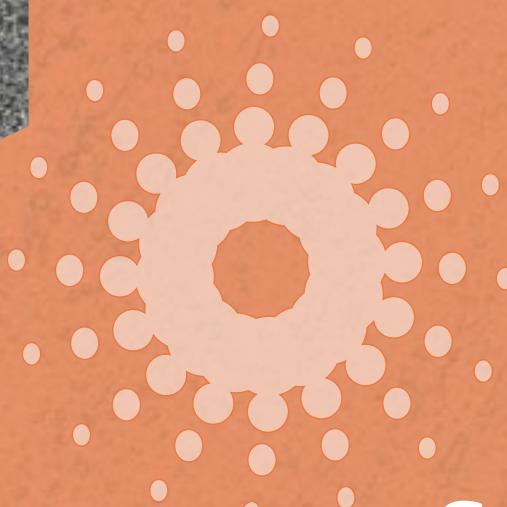


Metal Finishes (Enamels)



Wood Finishes





Serving the Community



Asian Paints' focus on inclusive growth drives the Company to touch and improve lives by contributing towards the communities it operates in. This dedicated commitment towards inclusive growth is manifested through your Company's Corporate Social Responsibility (CSR) initiatives undertaken around the plant facilities as well as across many cities in India. While the conscious endeavour around the manufacturing areas is to develop communities through initiatives in the areas of Education, Health & Hygiene, and Water Management, your Company's efforts in cities has resulted in thousands of painters and contractors benefiting through our Vocational Training Programs.

CSR EFFORTS AT MANUFACTURING LOCATIONS

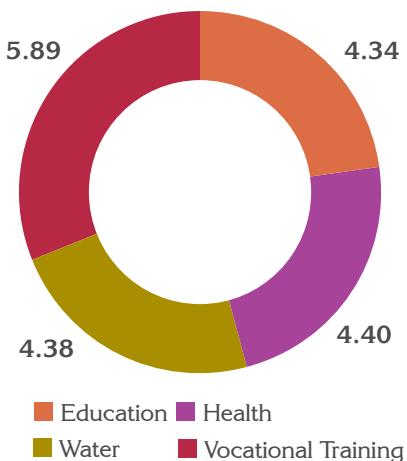
Around the areas of the manufacturing locations, Asian Paints' pursuit of sustainable development programs

enables the Company to make a difference by empowering communities, and also lends inspiration to the efforts on environment sustainability. Specific projects focused at improving quality of community life through programmes in education, healthcare and water recharge have been implemented.

Partnering with several agencies of repute and expertise to achieve far-reaching impact and better outcomes, your Company is continually investing in programs to create measurable and lasting value for neighbouring communities. Your Company's dedicated efforts have enabled radical transformation in the lives of people of more than 50 villages in the states of Uttar Pradesh, Haryana, Gujarat, Telangana, Maharashtra and Tamil Nadu.

Your Company's employees have built a remarkable reputation of volunteerism and involvement for community work. Their contribution and enthusiasm makes your Company a responsible corporate citizen committed to partnering India's social and environmental development.

Total spends on CSR for FY 2014-15
₹ in crores



EDUCATION

Guided by the mantra of evolving lives through education, your Company remained steadfast in its effort to provide better access to education for local children.

Cognizant that rural areas need special focus, as awareness level about the necessity of education is still low and requisite infrastructure is absent or poor, your Company places high priority to the cause of education in these regions. The support provided at each and every stage of child's educational cycle has not only enabled to improve literacy levels in various sections of the society but has also improved retention.

Salient measures undertaken:

- Developing infrastructure for schools/ educational centres including e-learning classes
- Provision of basic sanitation facilities in school
- In addition to providing aid, closely associated with the 'Gattu School' in Ankleshwar and supervising the needs and development of children in the school. The Karaikadu Govt. Higher Secondary School in Cuddalore, Tamilnadu was also provided with necessary infrastructure including electronic tablets for children.
- Rewarding meritorious students with scholarships for higher studies
- Coaching assistance for competitive examinations
- Emphasis on holistic development by encouraging participation in sports, promoting personality development, conducting English speaking classes, teaching self-defence techniques, etc.



Distribution of tablets to school children near Ankleshwar plant



Benches distributed to schools near Rohtak plant

- Training girls in self-defence techniques
- Engaging with teachers and parents to make education exciting and interesting
- Conducting health check-up to increase awareness on good health
- Adopting Centre 'Arpan' which looks after the needs of the differently-abled children

HEALTH AND HYGIENE

Your Company is committed to using resources to promote partnerships and programs that foster better access to reliable and quality healthcare facilities for surrounding communities.

Salient measures undertaken:

- Launching “Mobile Medicare Units” across various factories which serve as vital infrastructure for attending to the healthcare needs of the community
- Regular free medical camps providing diagnosis, treatment and medicines
- Setting up and managing rehabilitation centres
- Promoting awareness about sanitation and constructing toilets

- Partnering with non-profit organisations to support health and hygiene awareness, treatment programs
- Ongoing Program ‘Safar’ improves health and awareness among truck drivers
- Provision of safe drinking water



WATER MANAGEMENT

Your Company recognises the importance of water management stewardship in pursuit of its goal of environment sustainability. Several water conservation and harvesting initiatives have been undertaken by your Company to enhance its positive water footprint.



Salient measures undertaken:

- Awareness on water conservation in schools and nearby villages
- Installation of roof top rainwater harvesting and recharge systems in village communities and schools
- Promoting integrated watershed development in areas around manufacturing locations
- Water recharge through de-silting of lakes

De-silting of lake was done at Vataria village near our Ankleshwar plant which has generated a catchment of approximately 25000 KL of rain water for subsequent usage in nearby villages.



CSR EFFORTS AT CITIES

Vocational Training

Your Company offers vocational training programs across a variety of skills to painters and painting contractors thereby directly impacting their ability to earn a better livelihood. Presently, your Company has eight ‘Training Academies’ located across the cities of Mumbai, New Delhi, Kolkata, Chennai, Bengaluru, Hyderabad, Pune and Ahmedabad. Your Company also has two mobile Training Academies covering the states of Kerala & Punjab (including Chandigarh). Going ahead, your Company will launch more training academies across the country to train and benefit more people.



Board's Report

Dear Members,

Your Directors have pleasure in presenting the 69th Annual Report of your Company for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March, 2015 is summarized below:

	Standalone			Consolidated		
	Year ended 31.03.2015	Year ended 31.03.2014	Growth (%)	Year ended 31.03.2015	Year ended 31.03.2014	Growth (%)
Revenue from Operations (Net)	11,648.83	10,418.78	11.8	14,182.81	12,714.81	11.5
EBITDA	2,197.34	1,950.93	12.6	2,405.12	2,132.11	12.8
Less : Finance Costs	27.13	26.08		34.76	42.22	
Less : Depreciation	223.11	212.32		265.92	245.66	
Profit Before Exceptional Items & Tax	1,947.10	1,712.53	13.7	2,104.44	1,844.23	14.1
Exceptional Items	13.53	9.96		27.57	9.96	
Profit Before Tax	1,933.57	1,702.57	13.6	2,076.87	1,834.27	13.2
Less : Tax Expense	606.17	533.51		649.54	571.51	
Profit After Tax	1,327.40	1,169.06	13.5	1,427.33	1,262.76	13.0
Less: Minority Interest	-	-		32.18	43.95	
Profit attributable to shareholders of the Company	1,327.40	1,169.06	13.5	1,395.15	1,218.81	14.5
Opening balance in Statement of Profit and Loss	1,000.00	1,000.00		1,000.00	1,000.00	
AMOUNT AVAILABLE FOR APPROPRIATION	2,327.40	2,169.06		2,395.15	2,218.81	
That the Directors recommend for appropriation as under:						
Dividend – Interim	172.66	105.51		172.66	105.51	
– Proposed Final	412.46	402.86		412.46	402.86	
Tax on Dividend	112.95	82.02		112.95	82.02	
Transfer to General Reserve	629.33	578.67		697.08	628.42	
Closing Balance in Statement of Profit and Loss	1,000.00	1,000.00		1,000.00	1,000.00	

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

Net revenue from operations on standalone basis increased to ₹ 11,648.83 crores as against ₹ 10,418.78 crores in the previous year – a growth of 11.8%. The performance for the current year is after considering results of bath business acquired in June, 2014.

Cost of goods sold as a percentage to net revenue from operations decreased to 55.3% as against 57.0% in the previous year. The decrease is on account of reduction in key raw material prices, specifically in the second half of the year, on the back of significant drop in crude prices.

Employee cost as a percentage to net revenue from operations increased to 5.2% (₹ 606.94 crores) as against 4.6% (₹ 482.43 crores) in the previous year. The increase is mainly on account of falling bond yields during the year which adversely impacted the provision for retirement benefits.

Other expenses as a percentage to net revenue from operations increased to 22.2% (₹ 2,591.52 crores) as against 21.3% (₹ 2,219.13 crores) in the previous year. The Company was carrying a provision of ₹ 14.04 crores in respect of the diminution in carrying value of its investment in Asian Paints (International) Limited (APIL), Mauritius in the earlier years. Based on the assessment of the fair value of the investment in APIL as at 31st March, 2015, the aforesaid provision for diminution has been reversed in the current year. The same is included in "Exceptional items" in the Statement of Profit and Loss. The details of

“Exceptional items” are given in Note 51 to the Standalone Financial Statements and Note 28 to the Consolidated Financial Statements.

The Profit After Tax for the current year is ₹ 1,327.40 crores as against ₹ 1,169.06 crores in the previous year – a growth of 13.5%. The growth in profit is mainly driven by softening of input prices during the second half of the year.

On a consolidated basis, your Company achieved net revenue of ₹ 14,182.81 crores as against ₹ 12,714.81 crores – a growth of 11.5%. Net profit after minority interest for the group for the current year is ₹ 1,395.15 crores as against ₹ 1,218.81 crores in the previous year – a growth of 14.5%.

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2014-15 and the date of this Report.

CONSOLIDATED ACCOUNTS

The consolidated financial statements of your Company for the financial year 2014-15, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Agreement as prescribed by the Securities and Exchange Board of India (SEBI). The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiary and associate companies, as approved by their respective Board of Directors.

SUBSIDIARIES

A separate statement containing the salient features of financial statements of all subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of your Company. The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company (www.asianpaints.com).

The financial performance of each of the subsidiaries and joint venture companies included in the consolidated financial statements of your Company is set out in the “Annexure [A]” to this Report. Additional details of the performance and operations of the subsidiaries and joint venture companies along with details of the acquisitions and investments made by your Company and its subsidiaries during the financial year in Ethiopia, Indonesia and acquisition of Bath business are set out in the Management Discussion and Analysis which also forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms an integral part of this Report and gives detail of the overall industry structure, developments, performance and state of affairs of the Company's various businesses viz., the decorative business, international operations, industrial and home improvement business, internal controls and their adequacy, risk management systems and other material developments during the financial year.

DIVIDEND

During the financial year 2014-15, your Company declared and paid an interim dividend of ₹ 1.80 (Rupee one and paise eighty only) per equity share of the face value of ₹ 1 (Rupee one) each in the month of September, 2014. In addition, your Directors recommend payment of ₹ 4.30 (Rupees four and paise thirty only) per equity share of the face value of ₹ 1 (Rupee one) each as final dividend for the financial year 2014-15, for the approval of the shareholders at the ensuing AGM. If approved, the total dividend (interim and final dividend) for the financial year 2014-15 will be ₹ 6.10 (Rupees six and paise ten only) per equity share of the face value of ₹ 1 (Rupee one) each as against the total dividend of ₹ 5 .30 (Rupees five and paise thirty only) per equity share of the face value of ₹ 1 (Rupee one) paid for the previous financial year 2013-14.

TRANSFER TO RESERVES

Your Company proposes to transfer ₹ 629.33 crores to the general reserve. An amount of ₹ 1,000 crores is proposed to be retained in the Statement of Profit and Loss.

PUBLIC DEPOSITS

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE REPORT

In compliance with the provisions of Clause 49 of the Listing Agreement, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance, forms an integral part of this Report.

BUSINESS RESPONSIBILITY REPORT

A Business Responsibility Report as per Clause 55 of the Listing Agreement, detailing the various initiatives of your Company forms an integral part of this Report.

INDUSTRIAL RELATIONS

As informed in the last year's Annual Report, your Company has discontinued manufacturing activities at its plant situated at Bhandup in Mumbai, Maharashtra with effect from 5th May, 2014.

A strike was called in December, 2013, at your Company's plant situated at Sriperumbudur, Tamil Nadu which ended in April, 2014 and the plant had resumed operations. The said plant at Sriperumbudur was again affected due to the cessation of work by the operators belonging to Asian Paints Employees' Union since 29th April, 2015. The industrial relations at Sriperumbudur plant in Tamil Nadu continue to be challenging.

The industrial relations in respect of all other manufacturing facilities and divisions of your Company are normal.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 22nd July, 2014 formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

The Managing Director and CEO of your Company does not receive remuneration from any of the subsidiaries of your Company.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in "**Annexure [B]**" to this Report and is available on the website of your Company (www.asianpaints.com).

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointments:

During the financial year 2014-15, Ms. Amrita Vakil and Mrs. Vibha Paul Rishi were appointed as Additional/Non-Executive Directors of your Company at the meeting of the Board of Directors held on 14th May, 2014 and subsequently they were appointed as a Non-Executive Directors by the shareholders at the AGM held on 26th June, 2014.

Further, in compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Dipankar Basu, Shri Mahendra Shah, Shri Deepak Satwalekar, Dr. S. Sivaram, Shri S. Ramadorai, Shri M. K. Sharma and Mrs. Vibha Paul Rishi

were appointed as Independent Directors on the Board of Directors of your Company at the 68th AGM of your Company held on 26th June, 2014 to hold office up to 5 (five) consecutive years up to 31st March, 2019.

At the aforementioned AGM, Shri K.B.S Anand, Managing Director & CEO of your Company was re-appointed for 3 (three) years commencing from 1st April, 2015 to 31st March, 2018.

During the financial year 2014-15, the Board of Directors appointed Shri Abhay Vakil as an Additional/Non-Executive Director with effect from 22nd July, 2014. Shri Abhay Vakil is proposed to be appointed as the Non-Executive Director of your Company at the ensuing AGM. Your Directors recommend his appointment as a Non-Executive Director of your Company.

Resignations/Retirements:

Shri R.A. Shah, Non-Executive/Independent Director expressed his desire to not be appointed as an Independent Director on the Board of Directors of your Company pursuant to provisions of Sections 149, 152, Schedule IV and other applicable provisions, in any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and accordingly stepped down as a Director at the 68th AGM of your Company held on 26th June, 2014.

Shri Amar Vakil retired as a Non-Executive/Promoter Director of your Company at the 68th AGM of your Company held on 26th June, 2014.

The Board places on record its appreciation for their valuable contribution during their association with your Company.

Shri Ashwin Choksi and Shri Ashwin Dani, Non-Executive Directors, are liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered themselves for re-appointment. Appropriate resolutions for their re-appointment are being placed for your approval at the ensuing AGM. The brief resumè of the Directors and other related information has been detailed in the Notice convening the 69th AGM of your Company. Your Directors recommend their re-appointment as Non-Executive Directors of your Company.

Shri K.B.S. Anand, Managing Director & CEO and Shri Jayesh Merchant, CFO & Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annual Evaluation of Board's Performance:

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board/Director(s) for the financial year 2014-15.

NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Clause 49 of the Listing Agreement.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards and Schedule III of the Companies Act, 2013, 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 judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2015 and of the profit and loss of the Company for the financial year ended 31st March, 2015;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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 were operating effectively; and

- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT:

Auditors

At the 68th AGM of your Company, M/s. Shah & Co., Chartered Accountants (Firm Registration No. 109430W) and M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) were appointed as the Joint Auditors to hold office till the conclusion of the 69th AGM of your Company.

During the financial year under review, your Company received a letter from Shri Ashish Shah, Partner, M/s. Manubhai & Shah, Chartered Accountants (Formerly Partner of M/s. Shah & Co., Chartered Accountants) informing that M/s. Shah & Co., Chartered Accountants had merged with M/s. Manubhai & Shah, Chartered Accountants with effect from 1st December, 2014. The letter also stated that on account of the aforesaid merger, M/s. Shah & Co., Chartered Accountants, had ceased to exist as an entity under the regulations issued by Institute of Chartered Accountants of India (ICAI).

The Board of Directors at its meeting held on 20th December, 2014, on the recommendations of the Audit Committee, in accordance with the provisions of Section 139 (8) of the Companies Act, 2013 appointed M/s. B S R & Co. LLP, Chartered Accountants, remaining Auditor, to continue to act as the sole Auditor of your Company till the conclusion of the 69th AGM.

The Board places on record its appreciation for the contributions of erstwhile M/s. Shah & Co., Chartered Accountants during their tenure as the Auditors of your Company.

M/s. B S R & Co. LLP, Chartered Accountants, who retire at the ensuing AGM of your Company are eligible for re-appointment. Your Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder. As required under Clause 49 of the Listing Agreement, M/s. B S R & Co. LLP, Chartered Accountants, have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Audit Committee and the Board of Directors recommend the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of your Company for the financial year 2015- 16 till the conclusion of the next AGM. The Auditors' Report for the financial year 2014-15, does not contain any qualification, reservation or adverse remark.

Cost Auditor

The Board of Directors had appointed M/s. RA & Co., Cost Accountants, as the Cost Auditor of your Company for the financial year 2014-15 to conduct the audit of the cost records of your Company.

As per Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company has appointed M/s. RA & Co., Cost Accountants as the Cost Auditor for the financial year 2015-16 on the recommendations made by the Audit Committee. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would be not exceeding ₹ 4,50,000 (Rupees four lakhs and fifty thousand only) excluding taxes and out of pocket expenses, if any.

Your Company has received consent from M/s. RA & Co., Cost Accountants, to act as the Cost Auditor of your Company for the financial year 2015-16 along with a certificate confirming their independence.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Dr. K.R. Chandratre, Practicing Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "Annexure - [C]" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure [D]" to this Report.

RELATED PARTY TRANSACTIONS

During the financial year 2014-15, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Clause 49 of the Listing Agreement. During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement.

The details of the related party transactions as required under Accounting Standard - 18 are set out in **Note 48** to the standalone financial statements forming part of this Annual Report.

The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "**Annexure [E]**" to this Report.

LOANS AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

A. Details of investments made by the Company as on 31st March, 2015 (including investments made in the previous years):

(i) Investments in equity shares:

Name of entity	(₹ in Crores)
Amount as at 31 st March, 2015	
Patancheru Enviro-tech Ltd.	0.01
SIPCOT Common Utilities Ltd.	0.03
Narmada Clean Tech Ltd.	0.50
Asian Paints Industrial Coatings Ltd.	30.45
Asian Paints (International) Ltd., Mauritius	113.07
Asian Paints (Nepal) Pvt. Ltd., Nepal	0.12
Maxbhumi Developers Ltd.	15.55
Multifacet Infrastructure (India) Ltd.	0.05
Sleek International Private Ltd.	119.48
PPG Asian Paints Private Ltd.	81.43
Asian Paints PPG Private Ltd.	30.47
SKH Metals Ltd.	0.50
Akzo Nobel India Ltd.	41.30
Housing Development Finance Corporation Ltd.	0.12
Apcotex Industries Ltd.	0.01
Total	433.09

(ii) Investments in debt instruments:

Name of entity	(₹ in Crores)
Amount as at 31 st March, 2015	
7.93% Rural Electrification Corporation Ltd. (REC) Tax Free Bonds	12.25
8.20% Power Finance Corporation Ltd. (PFC) Tax Free Bonds	10.07
11.50% L&T Finance Ltd. Perpetual 2021	5.32
Total	27.64

B. Details of loans given by the Company are as follows:

Name of entity	(₹ in Crores)	
	Amount as at 1 st April, 2014	Amount as at 18 th May, 2015
Maxbhumi Developers Limited (wholly owned subsidiary company)	14.42	0.10

The aforementioned loan as on 1st April, 2014, was given for purchase of land. The same was converted into equity shares during the financial year 2014-15. A further amount of ₹ 0.10 crores was given as loan for administrative expenses in relation to land after the end of the financial year.

C. There are no guarantees issued by your Company in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued thereunder.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

As per the requirements of Clause 49 of the Listing Agreement, your Company has constituted a Risk Management Committee to oversee the risk management efforts in the Company under the Chairmanship of Shri M.K. Sharma, Independent Director. The details of the Committee along with its charter are set out in the Corporate Governance Report forming part of this Report.

During the financial year 2014-15, the Board of Directors have approved the risk management policy and the risk appetite for your Company as proposed by the Management and recommended by the Risk Management Committee.

There are no risks which in the opinion of the Board threaten the existence of your Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

VIGIL MECHANISM

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors

have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors at its meeting held on 22nd July, 2014 approved the Corporate Social Responsibility (CSR) Policy for your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, on the recommendations of the CSR Committee. The CSR Policy outlines the CSR vision of your Company which is based on embedded tenets of trust, fairness and care.

The initiatives undertaken by your Company during the financial year 2014-15 in CSR have been detailed in this Annual Report.

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is set out herewith as "Annexure [F]" to this Report.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as "Annexure [G]" to this Report.

DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by their respective Auditors for consolidation.

Your Company operates in SAP, an ERP system, and has many of its accounting records stored in an electronic form and backed up periodically. The ERP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of account. Your Company has automated processes to ensure accurate and timely updation of various master data in the underlying ERP system.

Your Company has a robust financial closure self-certification mechanism wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

Your Company operates a shared service center which handles all payments made by your Company. This center ensures adherence to all policies laid down by the Management.

Your Company, in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/validate them as and when appropriate. The basis of such judgments and estimates are also approved by the Auditors and Audit Committee.

The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes necessary action, wherever necessary.

Your Company has a code of conduct applicable to all its employees along with a Whistle Blower Policy which requires employees to update accounting information accurately and in

a timely manner. Any non-compliance noticed is to be reported and actioned upon in line with the Whistle Blower Policy.

Your Company gets its standalone accounts audited every quarter by its Auditors.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

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

GENERAL

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company does not have any ESOP scheme for its employees/Directors.

APPRECIATION

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board

Ashwin Choksi

Chairman

Place: Mumbai

Date: 18th May, 2015

Annexure [A] to Board's Report

The financial performance of each of the subsidiaries and joint venture companies included in the consolidated financial statements are detailed below:

(₹ in crores)

Sr. No.	Name of the Subsidiary/Joint Venture company	Turnover			Profit/(Loss) Before Tax			Profit/(Loss) After Tax		
		Current Period	Previous Period	Growth (%)	Current Period	Previous Period	Growth (%)	Current Period	Previous Period	Growth (%)
A) Foreign Subsidiaries										
1.	Berger Paints Jamaica Ltd.	101.19	95.59	5.86	4.32	4.44	(2.77)	3.66	3.02	21.19
2.	Berger Paints Trinidad Ltd.	59.49	60.84	(2.22)	2.91	4.11	(29.20)	2.18	2.87	(24.04)
3.	Berger Paints Barbados Ltd.	53.30	50.44	5.67	4.66	4.18	11.48	4.19	3.67	14.17
4.	Berger Paints Emirates LLC	222.01	187.99	18.10	4.56	2.62	74.05	4.56	2.62	74.05
5.	Asian Paints (Middle East) LLC	109.13	96.05	13.62	6.15	9.52	(35.40)	5.44	8.44	(35.55)
6.	Berger Paints Bahrain W.L.L.	92.24	86.89	6.16	12.27	12.20	0.57	12.27	12.20	0.57
7.	SCIB Chemicals S.A.E.	428.73	462.96	(7.39)	45.42	58.69	(22.61)	31.70	43.68	(27.43)
8.	Asian Paints Lanka Ltd.	92.22	84.12	9.63	(1.89)	0.41	-	(2.15)	(0.41)	-
9.	Asian Paints (Nepal) Pvt. Ltd.	157.32	137.94	14.05	22.39	23.26	(3.74)	17.55	18.20	(3.57)
10.	Asian Paints (Bangladesh) Ltd.	268.56	218.60	22.85	12.56	15.25	(17.64)	7.34	8.74	(16.02)
11.	Samoa Paints Ltd.	6.79	6.24	8.81	1.02	1.15	(11.30)	0.77	0.84	(8.33)
12.	Asian Paints (South Pacific) Ltd.	88.27	95.90	(7.96)	14.50	14.13	2.62	11.85	11.55	2.60
13.	Asian Paints (Tonga) Ltd.	7.75	7.52	3.06	1.40	0.89	57.30	1.20	0.63	90.48
14.	Asian Paints (S.I.) Ltd.	13.86	16.33	(18.49)	4.90	6.06	(19.14)	4.89	6.02	(18.77)
15.	Asian Paints (Vanuatu) Ltd.	5.40	6.61	(18.31)	0.56	1.03	(45.63)	0.56	1.03	(45.63)
16.	Berger Paints Singapore Pte. Ltd.	93.23	86.95	7.22	(1.36)	3.07	-	(1.06)	2.47	-
17.	Kadisco Paint and Adhesive Industry Share Company [#]	26.99	NA	-	7.52	NA	-	5.53	NA	-
18.	PT Asian Paints Indonesia ⁺	-	NA	-	(0.08)	NA	-	(0.08)	NA	-
19.	Berger International Ltd.	-	-	-	3.40	19.57	(82.63)	2.67	19.15	(86.06)
20.	Asian Paints (International) Ltd.	-	-	-	26.79	20.46	30.94	25.67	19.05	34.75
21.	Enterprise Paints Ltd.	-	-	-	*	*	-	*	*	-
22.	Nirvana Investments Ltd.	-	-	-	*	*	-	*	*	-
23.	Universal Paints Ltd.	-	-	-	14.11	6.74	109.35	14.11	6.74	109.35
24.	Lewis Berger (Overseas Holdings) Ltd.	5.62	6.23	(9.79)	2.03	2.58	(21.32)	1.42	1.81	(21.55)
B) Indian Subsidiaries										
1.	Asian Paints Industrial Coatings Ltd.	8.28	8.50	(2.59)	0.23	(1.57)	-	0.38	(1.72)	-
2.	Sleek International Pvt. Ltd.	121.81	81.08	43.39	(16.73)	(3.58)	-	(16.73)	(3.71)	-
3.	Kitchen Grace (India) Pvt. Ltd.	9.65	18.25	(47.41)	2.23	1.99	12.06	2.23	0.39	471.79
4.	Maxbhumi Developers Ltd.	-	-	-	(0.96)	(0.05)	-	(0.96)	(0.05)	-
5.	Multifacet Infrastructure (India) Ltd.	-	-	-	(0.01)	*	-	(0.01)	*	-
C) Joint Ventures[^]										
1.	Asian Paints PPG Pvt. Ltd.	289.64	246.79	17.36	(5.57)	(6.3)	-	(5.57)	(6.3)	-
2.	PPG Asian Paints Pvt. Ltd.	952.88	847.4	12.45	67.26	36.8	82.77	53.88	29.02	85.67
3.	Faaber Paints Pvt. Ltd. [®]	33.06	32.35	2.22	3.56	2.22	60.36	2.30	1.71	34.50
4.	PPG Asian Paints Lanka Pvt. Ltd. [®]	3.79	3.72	1.88	0.30	0.66	(54.57)	0.18	0.43	(58.14)

Notes:

- ^ Considered 100%
- @ Subsidiaries of PPG Asian Paints Private Limited.
- * Amount less than ₹ 1 lakh.
- Indian rupees equivalent of the foreign currency translated at the exchange rate as at 31st March, 2015 for current period and as at 31st March, 2014 for the previous period.
- # Amounts for the period 9th February, 2015 to 31st March, 2015. (Refer Note 27 C (c) of Consolidated Financial Statements).
- + PT Asian Paints Indonesia was incorporated on 23rd December, 2014. (Refer Note 27 C (d) of Consolidated Financial Statements).
- Figures in brackets indicate de-growth.

Annexure [B] to Board's Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2014-15 is as follows:

Name of Director	Total Remuneration (₹)	Ratio of remuneration of director to the Median remuneration
Ashwin Choksi	3,790,000	7.14
Ashwin Dani	3,785,000	7.13
Abhay Vakil	3,370,000	6.35
K.B.S. Anand	61,017,095	114.94
Mahendra Choksi	2,920,000	5.50
Amar Vakil *	335,000	0.63
Malav Dani	2,640,000	4.97
Amrita Vakil	2,550,000	4.80
Dipankar Basu	3,420,000	6.44
Mahendra Shah	3,320,000	6.25
Deepak Satwalekar	3,060,000	5.76
R.A. Shah *	375,000	0.71
S. Sivaram	2,500,000	4.71
S. Ramadorai	2,380,000	4.48
M.K. Sharma	3,300,000	6.22
Vibha Paul Rishi	2,450,000	4.62

Notes:

1. The information provided above is on standalone basis.
2. * Shri Amar Vakil and Shri R. A. Shah ceased to be Directors of the Company on 26th June, 2014. Accordingly, the remuneration shown above is for part of the financial year 2014-15.
3. The aforesaid details are calculated on the basis of remuneration for the financial year 2014-15.
4. The remuneration to Directors includes sitting fees paid to them for the financial year 2014-15. The sitting fees were increased from ₹ 20,000 to ₹ 50,000 for attending Board and Audit Committee meetings and to ₹ 30,000 for attending other Committee Meetings.
5. Median remuneration of the Company for all its employees is ₹ 530,865 for the financial year 2014-15.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2014-15 are as follows:

Name		Remuneration (in ₹)		Increase (%)
		2014-15	2013-14	
Ashwin Choksi	Director	3,790,000	3,260,000	16
Ashwin Dani	Director	3,785,000	2,675,000	41
Abhay Vakil	Director	3,370,000	1,580,000	*
K.B.S. Anand	Managing Director & CEO	61,017,095	52,141,294	17
Mahendra Choksi	Director	2,920,000	2,220,000	32
Amar Vakil	Director	335,000	1,900,000	*
Ina Dani	Director	-	1,100,000	*
Malav Dani	Director	2,640,000	900,000	*
Amrita Vakil	Director	2,550,000	-	*
Tarjani Vakil	Director	-	380,000	*
Dipankar Basu	Director	3,420,000	2,520,000	36
Mahendra Shah	Director	3,320,000	2,360,000	41
Deepak Satwalekar	Director	3,060,000	2,180,000	40
R.A. Shah	Director	375,000	1,980,000	*
S. Sivaram	Director	2,500,000	1,920,000	30
S. Ramadorai	Director	2,380,000	1,900,000	25
M.K. Sharma	Director	3,300,000	2,060,000	60
Vibha Paul Rishi	Director	2,450,000	-	*
Jayesh Merchant	CFO & Company Secretary, President - Industrial JVs	25,406,762	21,610,074	18

Notes:

- * Percentage increase in remuneration not reported as they were holding Directorship for the part of the financial year 2013-14 and/or 2014-15 and remuneration is proportionately adjusted.
- The remuneration to Directors includes sitting fees paid to them for the financial year 2014-15. The sitting fees were increased from ₹ 20,000 to ₹ 50,000 for attending Board and Audit Committee meetings and to ₹ 30,000 for attending other Committee Meetings. The commission to the Directors has been increased commensurate with the increase in the responsibility and accountability of Directors considering their involvement in strategy, compliances and constant changes in the regulatory environment.
- The remuneration to Directors is within the overall limits approved by the shareholders.

C. Percentage increase in the median remuneration of all employees in the financial year 2014-15:

	2014-15 (₹)	2013-14 (₹)	Increase (%)
Median remuneration of all employees per annum	530,865	461,366	15

D. Number of permanent employees on the rolls of the Company as on 31st March, 2015:

Executive/Manager cadre	972
Staff	3237
Operators/Workmen	1688
Total	5897

E. Explanation on the relationship between average increase in remuneration and Company Performance:

The increase in average remuneration of all employees in the financial year 2014-15 as compared to the financial year 2013-14 was 14%.

The key indices of Company's performance are:

	(₹ in Crores)		
	2014-15	2013-14	Growth (%)
Net Revenue from operations	11,649	10,419	12
Profit Before Tax and Exceptional Items	1,947	1,713	14
Profit After Tax	1,327	1,169	14

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees. The pay also incorporates external factors like cost of living to maintain concurrence with the environment. Your Company maintains a simple compensation structure which allows the employees to have flexibility in the way in which they realize their salaries. Internal equity is ensured by appropriate fitment at the time of the employee joining a particular cadre and grade. The fixed pay for an employee depends on his/her performance against the objectives set for the year. The variable pay is paid out to the employee on the basis of the performance of your Company and the corresponding business unit or function. Regular communication on methods adopted by your Company is made and published throughout the year to ensure transparency and a better understanding of the applicable compensation policy and practices.

Thus, there will be a positive correlation in the increase in remuneration of employees and your Company's performance, however, a perfect correlation will not be visible given the dependency on the other factors stated above.

F. Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:

The remuneration of Key Managerial Personnel increased by around 17% in 2014-15, compared to 2013-14, whereas the Profit Before Tax and exceptional items increased by 14% in 2014-15, compared to 2013-14.

G. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	As on 31 st March 2015	As on 31 st March 2014	Increase/ (decrease) (%)
Price Earnings Ratio	59	45	31
Market Capitalisation (₹ Cr)	77,820	52,559	48

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2015:

Market Price as on 31 st March, 2015	₹ 811.30
Price at the time of initial public offer in 1983 (converted to price of each share for face value of ₹ 1 each)	₹ 2.30
% increase of Market price over the price at the time of initial public offer	35174

Note:

1. Closing share price on National Stock Exchange of India Limited (NSE) has been used for the above tables. The above does not consider the various bonus share issues made after the initial public offer.
2. One share in 1983 is equal to 184 shares in 2015 (adjusted for bonus issues and share split). Accordingly, an amount of ₹ 1,000 invested in 1983 would be worth approximately ₹ 65 lakhs as on 31st March, 2015. This excludes dividend payouts thereon.

H. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:

	(Amount in ₹)		
	2014-15	2013-14	Increase (%)
Average salary of all employees (other than Key Managerial Personnel)	861,344	758,087	14
Key Managerial Personnel			
- Salary of MD & CEO	61,017,095	52,141,294	17
- Salary of CFO & CS	25,406,762	21,610,074	18

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

I. Key parameters for the variable component of remuneration paid to the Directors:

The key parameters for the variable component of remuneration to the Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy.

Following are major principles for determining remuneration to the Directors:

(i) Commission to the Non-Executive Directors: The Nomination and Remuneration Committee recommends the Commission (variable component) payable to the Non-Executive Directors after considering their contribution to the decision making process at meetings of the Board/ Committees, participation and time spent as well as providing strategic inputs and supporting the highest level of Corporate Governance and Board effectiveness. The Committee also reviews the commission and remuneration paid to Non-Executive Directors including Independent

Directors of similar sized companies. It is within the overall limits fixed by the shareholders of the Company.

(ii) Commission to the Managing Director & CEO: The Nomination and Remuneration Committee evaluates the performance of the Managing Director & CEO by setting his Key Performance Objectives or Key Performance Parameters at the beginning of each financial year. The Committee approves the compensation package of the Managing Director & CEO. The Committee ensures that the compensation package is in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, industry standards and have an adequate balance between fixed and variable component.

J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

K. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

L. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. List of employees of the Company employed throughout the financial year 2014-15 and were paid remuneration not less than ₹ 60 lakhs per annum:

Name	Designation	Remuneration (₹)	Qualification	Experience (years)	Joining Date	Age (years)	Last employment
Aashish Kshetry	Vice President - Supply Chain	13,728,999	B.E., MMS	26	4-Jun-1992	47	Larsen and Toubro Ltd.
Amit Kumar Baveja	General Manager - Joint Value Creation	8,902,915	B.Tech., PGDM	19	12-May-1999	40	Tata Engineering and Locomotive Co. Ltd.
Amit Syngle	President - Technology, Sales & Marketing	21,860,968	B.E., MBA	27	1-Jun-1990	49	SEI Services Ltd.
Andrew Williams	Chief Manager - Customer Centricity	6,125,891	B.Sc., PGD Programme in Communications	20	23-Dec-2003	43	Wipro Ltd.
Anirudha Deshmukh	General Manager - Strategic Planning	10,398,340	B.E., PGDM	19	6-Jun-1996	42	-
Bhushan Pradhan	Chief Manager - Technology	6,007,696	B.Sc.	24	10-Jun-2013	48	Brushworks Paints Ltd.
C.L. Sethunathan	General Manager - Project Sales	6,902,000	B.Com.	26	18-Jun-1990	48	Enkay Telecommunications (India) Pvt. Ltd.
Deepak Bhosale	Chief Manager - Systems	6,386,950	B.E., PGDIM	21	3-Jun-1998	43	Larsen and Toubro Ltd.
Harish Lade	General Manager - Systems	9,045,368	B.E., PGDCM	22	6-Jun-1996	43	Tata Telecom Ltd.
Hiral Kumar Raja	Chief Manager - Taxation	6,220,306	M.Com., CA	13	18-Nov-2002	35	Larsen and Toubro Ltd.
I.K. Jaiswal	Regional Vice President - International & Chemical Business	21,468,356	B.Tech., PGDM	33	3-May-1982	55	-
Jaideep Kanse	General Manager - Brands	9,024,077	B.E., PGDM	20	1-Dec-1997	45	Consen Sys Software
Jalaj Dani*	President - HR, International & Chemicals	23,749,755	BS Chem. Engg., MS	22	18-Jan-1999	45	Gujarat Organics Ltd.
Jayesh Merchant	CFO & Company Secretary, President - Industrial JVs	25,406,762	B.Com., LLB, CA, CS	31	1-Nov-2002	57	UTV Software Communications Ltd.
Joseph Eapen	Chief Manager - Logistics	6,630,691	B.E., PGDIM	18	5-Jun-2000	39	Bajaj Auto Ltd.
K. Thulaseedharan Nair	Senior Manager - Plant Engineering	6,312,185	B.Tech.	28	28-Mar-1990	52	Jyoti Ltd.
K.B.S. Anand®	Managing Director & CEO	58,517,095	B.Tech., PGDM	36	1-Jun-1979	60	-
Kishor Deshmukh	Chief Manager - Engineering Services	7,004,010	B.E. (Mechanical), DBM	31	1-Jul-1996	54	Bayer India Ltd.
M.R. Parasuram	Chief Manager - Systems	6,307,987	B.Sc., M.Sc.	28	22-Mar-1988	51	Ador Computers Pvt. Ltd.
Dr. Mallik B.P.	Vice President - Technology	14,612,473	PGCGM/B.Sc., PhD/M Phil	37	17-Sep-1999	59	Berger Paints India Ltd.
Manish Choksi*	President - Home Improvement, Supply Chain & IT	25,586,594	B.Sc., MBA	27	17-Sep-1992	48	E.I.Du Pont de Nemours
Mohan Venkatesh	Chief Manager - Corporate Audit	6,992,648	B.Sc.	32	9-Dec-1982	53	-
N. Gopalakrishnan	Chief Manager - Quality Support	6,383,050	B.Sc., M.Sc.	29	1-Jun-1987	52	Parle Beverages Pvt. Ltd.
P. Sridhar	Chief Manager - Commercial	7,020,294	B.Tech.	30	30-Dec-1991	52	Jay Engineering Works Ltd.
P. Sriram	General Manager - Internal Audit & Risk	8,771,725	B.Com., CA, CWA	18	12-Jan-1998	41	Price Waterhouse Coopers
Pragyan Kumar	General Manager - Home Improvement	9,341,582	B.Tech., PGDM	19	6-Jun-1996	42	-
R.J. Jeyamurugan	Vice President - Finance	10,578,197	B.Com., CA, CS	24	15-Nov-1991	50	Sri Kannapiran Mills Ltd.
R.N. Choudhari	Chief Manager - Technology	6,379,784	B.Sc., B.Sc. Tech. (Paint Technology)	34	11-Jun-1984	56	Allied Foundaries Pvt. Ltd.
Rajeev Kumar Goel	General Manager - Technology	9,593,429	B.Sc., B.Sc. Tech.	26	2-Jun-1989	49	-
Rajesh Menon	General Manager - Manufacturing	7,374,884	B.Tech., PGDBM	21	12-May-1999	43	The Arvind Mills Ltd.
Rohit Malkani	Marketing Manager	6,723,527	B.E., PGDBM	19	21-Jul-2000	41	Gillette Indian Shaving Products Ltd.
S. Shekar	Divisional Manager	8,481,110	B.Com.	37	8-Feb-1984	57	The New India Assurance Co. Ltd.
S. Vasant Kumar	Chief Manager - Manufacturing Technology	6,481,416	B.E. (Mechanical)	27	25-Jan-1993	50	-
Sameer Salvi	General Manager - Manufacturing Technology	10,384,993	B.E.	24	18-Mar-1993	45	Mukand Ltd.
Sanjeev Ahuja	General Manager - Legal	6,703,340	LLB, MBA	28	15-Oct-2013	54	Tata Sky Ltd.
Satish Kulkarni	Vice President - Projects & Services	12,794,766	B.E., PGDM	25	2-Jun-1993	46	Tata Engineering and Locomotive Co. Ltd.

Name	Designation	Remuneration (₹)	Qualification	Experience (years)	Joining Date	Age (years)	Last employment
Sireesh Rao	Marketing Manager	6,085,286	B.Sc., PGDBM	14	15-Jun-2001	38	-
Sumit Midha	Divisional Manager	6,804,738	B.Com., PGPM	19	15-Mar-2000	39	Philips India Ltd.
Suneel Alshi	General Manager - Phthalic & Penta	7,999,521	B.E. (Chemical)	34	22-May-1995	58	Humphreys and Glasgow Consultants (P) Ltd.
Tom Thomas	Region Head Caribbean & GM - International Business	9,797,413	B.Tech., PGDM	29	1-Jun-1990	52	ORG Systems Ltd.
Dr. V. Mohan Rao	General Manager - Technology	10,874,342	M.Sc., Ph D	34	1-Jan-2004	60	ICI India Ltd.
V. Ravi	General Manager - Manufacturing	8,539,767	B.Sc., M. Sc.	27	1-Aug-1988	50	Ganesh Medicament Pvt. Ltd.
V. Srivatsan	General Manager - Sales	9,060,057	B.Sc.	28	28-Jun-1987	49	-
V. Subramanian	General Manager - Materials	11,358,016	B.E., (Mechanical), DBM	34	23-Sep-1985	56	Philips India Ltd.
Vandan Tarika	Chief Manager - SCRC	7,188,730	B.E., MMS	21	4-Jun-1997	42	Bharat Petroleum Corporation Ltd.
Vijaykumar Bhatt	General Works Manager	7,535,898	B.E., ME	30	31-Oct-1988	53	Aegis Chemical Industries Ltd.
Yogesh Pethkar	Chief Manager - Human Resources	6,445,319	B.E., PGDIE	16	7-Jul-2003	37	Cummins India Ltd.

Notes:

- * Shri Jalaj Dani is related to Shri Ashwin Dani and Shri Malav Dani, Non-Executive Directors of your Company.
- # Shri Manish Choksi is related to Shri Ashwin Choksi and Shri Mahendra Choksi, Non-Executive Directors of your Company.
- @ The contractual terms of Shri K.B.S. Anand are governed by the resolution passed by the shareholders in the 68th AGM of your Company held on 26th June, 2014. The remuneration includes commission for the financial year 2013-14 paid during the financial year 2014-15.
- Except for Shri Jalaj Dani and Shri Manish Choksi, none of the employees mentioned above are related to any of the Directors of your Company within the meaning of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- None of the employees mentioned above hold more than 2% of the shares of your Company, along with their spouse and dependent children.
- All appointments are contractual and terminable by notice on either side.
- Remuneration includes salary, bonus, commission, various allowance, contribution to provident fund and superannuation fund and taxable value of perquisites but excluding provision for gratuity and leave encashment.

2. Employees employed for the part of the year and were paid remuneration during the financial year 2014-15 at a rate which in aggregate was not less than ₹ 5 lakhs per month:

Name	Designation	Remuneration (₹)	Qualification	Experience (years)	Joining Date	Age (years)	Last employment
Ashish Jajoo	Marketing Manager	5,750,901	PGDM	14	15-Jun-2001	38	-
Emrana Sheikh	Vice President - Human Resources	1,891,138	B.Sc. (Physics), M.Sc., PGDM	22	27-Feb-2015	43	Mahindra and Mahindra Ltd.
Jaideep Nandi (w.e.f. 01.08.2014)	CEO - Asian Paints PPG Pvt. Ltd.	7,277,874	B.E.	25	1-Jun-1990	50	-
N. Subramanian Iyer	General Manager - Human Resources	10,169,085	PGD in Training & Dev., MLS	34	23-Jun-1986	60	Tata Consultancy Services Ltd.
Rajat Avasthi	Marketing Manager	2,505,501	B.Sc., MBA	19	6-Jun-1996	42	-
Vivek Subramanian (upto 13.06.2014)	CEO - Asian Paints PPG Pvt. Ltd.	7,082,845	B.Tech.	28	11-May-1987	51	-

Notes:

- None of the employees mentioned above are related to any of the Directors of the Company within the meaning of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- None of the employees mentioned above hold more than 2% of the shares of your Company, along with their spouse and dependent children.
- All appointments are contractual and terminable by notice on either side.
- Remuneration includes salary, bonus, commission, various allowance, contribution to provident fund and superannuation fund and taxable value of perquisites but excluding provision for gratuity and leave encashment.

Annexure [C] to Board's Report

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[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 Shanti Nagar,
 Santacruz (E),
 Mumbai – 400 055

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment (Foreign Direct Investment and External Commercial Borrowings are not Applicable to the Company during the Audit Period);

- (v) The following Regulations and Guidelines 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 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, 1998 (Not applicable to the Company during the Audit Period).

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not notified during the Audit Period and hence not applicable).

(ii) The Listing Agreement entered into by the Company with Stock Exchanges.

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, 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:

- The Environment (Protection) Act, 1986 and The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989;
- Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
- Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.

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 are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee 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.

Place: Pune
Date: 18th May, 2015

Dr. K.R. Chandratre
FCS No. 1370, C P No: 5144

Annexure [D] to Board's Report

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2015

FORM NO. MGT-9

[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	10	1945
	Date	Month	Year
iii) Name of the Company	Asian Paints Limited		
iv) Category of the Company			
1. Public Company	√		
2. Private company			
Sub Category of the Company			
1. Government Company			
2. Small Company			
3. One Person Company			
4. Subsidiary of Foreign Company			
5. NBFC			
6. Guarantee Company			
7. Limited by shares			
8. Unlimited Company			
9. Company having share capital	√		
10. Company not having share capital			
11. Company Registered under Section 8			
v) Address of the Registered Office and Contact Details			
Company Name	Asian Paints Limited		
Address	6A, Shantinagar, Santacruz (East), Mumbai – 400 055.		
Town / City	Mumbai		
State	Maharashtra		
Pin Code	400055		
Country Name	India		
Country Code	IND		
Telephone with STD Area Code Number	+91 22 3981 8000		
Fax Number	+91 22 3981 8888		
Email Address	investor.relations@asianpaints.com		
Website, if any	www.asianpaints.com		
Name of the Police Station having jurisdiction where the Registered Office is situated	Vakola Police Station		

vi) Whether shares listed on recognized Stock Exchange(s)	Yes
---	-----

Details of the Stock Exchanges where shares are listed:

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

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

Name of Registrar & Transfer Agents	Sharepro Services (India) Private Limited
Address	13AB, Samhita Warehousing Complex, 2 nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri – (East), Mumbai – 400 072.
Town / City	Mumbai
State	Maharashtra
Pin Code	400 072
Telephone with STD Area Code Number	+91 22 67720300 +91 22 67720400
Fax Number	+91 22 28591568
Email Address :	sharepro@shareproservices.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Paints, Varnishes, Enamels or Lacquers	20221	98.23

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled] - 31

Sr. No.	Name and address of the Company	Company Identification Number / Global Location Number	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section of Companies Act, 2013
1.	Asian Paints Industrial Coatings Ltd. 6A, Shantinagar, Santacruz (East), Mumbai – 400 055, Maharashtra, India	U24220MH2001PLC133523	Subsidiary	100	2 (87)
2.	Maxbhumi Developers Ltd. Plot No. 5, Gaiwadi Industrial Estate, S.V. Road, Goregaon (West), Mumbai – 400 062, Maharashtra, India	U45400MH2007PLC175925	Subsidiary	100	2 (87)
3.	Multifacet Infrastructure (India) Ltd. Duelheambi, Garden Main Road, Mookambigai Nagar, Reddiarpalayam, Pondicherry – 605 010	U45209PY2007PLC002057	Subsidiary	100	2 (87)
4.	Sleek International Pvt. Ltd. 301/302, D/G, 3rd Floor, Lotus Corporate Park, Graham Firth Compound, W/E Highway, Goregaon (East), Mumbai – 400 063, Maharashtra, India	U31300MH1993PTC070859	Subsidiary	51	2 (87)
5.	Kitchen Grace (India) Pvt. Ltd. Gate-116, Village - Dhanore, Alandi Markal Road, Taluka - Khed, Pune 412105, Maharashtra, India	U29299PN1998PTC012659	Subsidiary	100	2 (87)
6.	Asian Paints (Nepal) Pvt. Ltd. Hetauda Industrial Estate, Hetauda-8, Makwanpur, Nepal	1644 /40	Subsidiary	51	2 (87)
7.	Asian Paints (International) Ltd. 10th Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius.	25043556	Subsidiary	100	2 (87)
8.	Asian Paints (Bangladesh) Ltd. House # 428A, 4th & 5th Floor, Road # 30, New DOHS, Mohakhali, Dhaka - 1206, Bangladesh	41467 (826)/2000	Subsidiary	89.78	2 (87)
9.	Asian Paints (Lanka) Ltd. 81, Koralawella Road, Moratuwa, Sri Lanka	PB 1218	Subsidiary	99.18	2 (87)
10.	Asian Paints (Middle East) LLC, P. O. Box 462, Al Khuwair, Postal Code 133, Muscat, Sultanate of Oman	1571133	Subsidiary	49	2 (87)
11.	Asian Paints (South Pacific) Ltd. 7-9-11, Ruve Place, Tavakubu, P.O. Box 694, Lautoka, Fiji Islands	218/001	Subsidiary	54.07	2 (87)
12.	Asian Paints (Solomon Island) Ltd. P. O. Box R 156, Ranadi Post Office, Honiara, Solomon Islands	1000429	Subsidiary	75	2 (87)
13.	Asian Paints (Tonga) Ltd. P. O. Box No: 1454, Nuku'alofa, Tonga	01013	Subsidiary	100	2 (87)
14.	Asian Paints (Vanuatu) Ltd. P. O. Box 253, Port Vila, Vanuatu	100096	Subsidiary	60	2 (87)
15.	Samoa Paints Ltd. P. O. Box 3037, Apia, Samoa	70224	Subsidiary	80	2 (87)
16.	SCIB Chemical S.A.E, 4 th Industrial Zone, Area (1/3/B)/B, 6 th October City, Egypt	1025	Subsidiary	60	2 (87)

Sr. No.	Name and address of the Company	Company Identification Number / Global Location Number	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section of Companies Act, 2013
17.	Berger International Ltd. 22, Benoi Sector, Singapore 629854	199307986G	Subsidiary	100	2 (87)
18.	Berger Paints Singapore Pte Ltd. 22, Benoi Sector, Singapore 629854	193900021Z	Subsidiary	100	2 (87)
19.	Berger Paints Bahrain W.L.L. P. O. Box 26688, Manama, Kingdom of Bahrain	11658-1	Subsidiary	100	2 (87)
20.	Berger Paints Emirates LLC P. O. Box 27524, Dubai, UAE	45742	Subsidiary	100	2 (87)
21.	Berger Paints Barbados Ltd. Exmouth Gap, Brandons, St. Michael, Barbados: BB 12069	2714	Subsidiary	100	2 (87)
22.	Berger Paints Jamaica Ltd. 256, Spanish Town Road, P. O. Box 8, Kingston 11, Jamaica	1804	Subsidiary	51	2 (87)
23.	Berger Paints Trinidad Ltd. 11, Concessions Road, Sea Lots, Port of Spain, Trinidad, W.I.	B-88(C)	Subsidiary	70	2 (87)
24.	Kadisco Paint and Adhesive Industry S.C. P. O. Box 120919, Akaki Kality Industrial Zone, Addis Ababa, Ethiopia	TIN: 0000015683	Subsidiary	51	2 (87)
25.	PT Asian Paints Indonesia Marquee Office, 17th Floor, Pondok Indah Office Tower 3, Jl Sultan Iskandar Muda V, Jakarta - 12310, Indonesia	09.03.1.20.97207	Subsidiary	100	2 (87)
26.	Lewis Berger (Overseas Holdings) Ltd. St. Bride's House, 10 Salisbury square, London EC4Y 8EH, United Kingdom	480042	Subsidiary	100	2 (87)
27.	Enterprise Paints Ltd. 6 th Floor, Victory House, Prospect Hill, Douglas, Isle of Man / M1 IEQ	43644	Subsidiary	100	2 (87)
28.	Nirvana Investments Ltd. 6 th Floor, Victory House, Prospect Hill, Douglas, Isle of Man / M1 IEQ	45691	Subsidiary	100	2 (87)
29.	Universal Paints Ltd. 6th Floor, Victory House, Prospect Hill, Douglas, Isle of man / M1 IEQ	39647	Subsidiary	100	2 (87)
30.	PPG Asian Paints Pvt. Ltd. 6A, Shantinagar, Santacruz (East), Mumbai – 400 055, Maharashtra, India	U24200MH1997PTC105961	Associate	50	2(6)
31.	Asian Paints PPG Pvt. Ltd. 6A, Shantinagar, Santacruz (East), Mumbai – 400 055, Maharashtra, India	U24110MH2011PTC220557	Associate	50	2(6)

IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage to total equity)**A. Category-wise Shareholding:**

	Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2014)				No. of shares held at the end of the year (As on 31.03.2015)				% Change during the year		
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares			
A	Promoters											
1)	Indian											
a.	Individuals/ HUF	102185327		-	102185327	10.65	102208177		-	0.00		
b.	Central Govt.	-		-	-	-	-	-	-	0.00		
c.	State Govt.(s)	-		-	-	-	-	-	-	0.00		
d.	Bodies Corporate	404194305		-	404194305	42.14	403922685		-	(0.03)		
e.	Banks/FI	-		-	-	-	-	-	-	0.00		
f.	Any other (specify)	-		-	-	-	-	-	-	0.00		
i.	Trusts	-		-	-	253620	-	253620	0.03	0.03		
Sub-Total (A) (1)		506379632		-	506379632	52.79	506384482		-	506384482	52.79	0.00
2)	Foreign											
a.	NRI Individuals	-		-	-	-	-	-	-	-	-	
b.	Other Individuals	-		-	-	-	-	-	-	-	-	
c.	Bodies Corporate	-		-	-	-	-	-	-	-	-	
d.	Banks/ FI	-		-	-	-	-	-	-	-	-	
e.	Any other (specify)	-		-	-	-	-	-	-	-	-	
Sub-Total (A) (2)		-		-		-		-		-	-	
Total Shareholding of Promoter(s)												
(A)=(A) (1) + (A) (2)		506379632		-	506379632	52.79	506384482		-	506384482	52.79	0.00
B	Public Shareholding											
1)	Institutions											
a.	Mutual Funds/ UTI	9029861	486360	9516221	0.99	14127527	486360	14613887	1.53	0.54		
b.	Banks/ FI	391999	8500	400499	0.04	1436091	8500	1444591	0.15	0.11		
c.	Central Govt.	-		-	-	-	-	-	-	-	-	
d.	State Govt.(s)	-		-	-	-	-	-	-	-	-	
e.	Venture Capital Funds	-		-	-	-	-	-	-	-	-	
f.	Insurance Companies	79903923	1000	79904923	8.33	68446684	1000	68447684	7.14	(1.19)		
g.	FII's	172321250	2490	172323740	17.97	173539850	2490	173542340	18.09	0.12		
h.	Foreign Venture Capital Funds	-		-	-	-	-	-	-	-	-	
i.	Others (specify)	-		-	-	-	-	-	-	-	-	
Sub-Total (B) (1)		261647033	498350	262145383	27.33	257550152	498350	258048502	26.91	(0.42)		
2)	Non-Institutions											
a.	Body Corporates											
i.	Indian	54527378	54590	54581968	5.69	56864091	54110	56918201	5.93	0.24		
ii.	Overseas											

	Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2014)				No. of shares held at the end of the year (As on 31.03.2015)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
b.	Individuals									
i.	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	97159424	15844630	113004054	11.78	101975409	14088551	116063960	12.10	0.32
	ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	8621911	780380	9402291	0.98	7929829	342060	8271889	0.86	(0.12)
c.	Others (specify)									
i.	Non-Resident Indian	10939632	2744830	13684462	1.43	11140566	2370190	13510756	1.41	(0.02)
	ii. Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
	iii. Foreign Nationals	-	-	-	-	-	-	-	-	-
	iv. Clearing Members	-	-	-	-	-	-	-	-	-
	v. Trust	-	-	-	-	-	-	-	-	-
	vi. Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-Total (B) (2)		171248345	19424430	190672775	19.88	177909895	16854911	194764806	20.30	0.42
Total Public Shareholding (B)= (B) (1) + (B)(2)		432895378	19922780	452818158	47.21	435460047	17353261	452813308	47.21	0.00
C	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		939275010	19922780	959197790	100.00	941844529	17353261	959197790	100.00	0.00

B. Shareholding of Promoters:

Sr. No.	Shareholder's Name	No. of shares held at the beginning of the year (As on 01.04.2014)			No. of shares held at the end of the year (As on 31.03.2015)			% change in share- holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares*	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares*	
1.	Ami Manish Choksi	472200	0.05	0.00	472200	0.05	0.00	0.00
2.	Anay Rupen Choksi	77750	0.01	0.00	77750	0.01	0.00	0.00
3.	Ashay Ashish Choksi	125380	0.01	0.00	125380	0.01	0.00	0.00
4.	Ashish Ashwin Choksi	886460	0.09	0.00	886460	0.09	0.00	0.00
5.	Ashwin Chimanlal Choksi	785700	0.08	0.00	785700	0.08	0.00	0.00
6.	Binita Ashish Choksi	131700	0.01	0.00	131700	0.01	0.00	0.00
7.	Druhi Ashish Choksi	100000	0.01	0.00	100000	0.01	0.00	0.00
8.	Jigish Shailesh Choksi	1995180	0.21	0.00	1995180	0.21	0.00	0.00
9.	Mahendra Chimanlal Choksi	2196180	0.23	0.00	2196180	0.23	0.00	0.00
10.	Manish Mahendra Choksi	2388540	0.25	0.00	2388540	0.25	0.00	0.00
11.	Margi Rupen Choksi	105500	0.01	0.00	0	0.00	0.00	(0.01)
12.	Nysha Rupen Choksi	50000	0.01	0.00	50000	0.01	0.00	0.00
13.	Prafullika Shailesh Choksi	2142560	0.22	0.00	2142560	0.22	0.00	0.00
14.	Rhea Manish Choksi	702000	0.07	0.00	702000	0.07	0.00	0.00
15.	Richa Manish Choksi	180450	0.02	0.00	180450	0.02	0.00	0.00
16.	Rita Mahendra Choksi	980000	0.10	0.00	980000	0.10	0.00	0.00
17.	Rupal Anant Bhat	1923770	0.20	0.00	1923770	0.20	0.00	0.00
18.	Rupen Ashwin Choksi	928607	0.10	0.00	1034107	0.11	0.00	0.01
19.	Shailesh Chimanlal Choksi	4340900	0.45	0.00	4340900	0.45	0.00	0.00
20.	Urvashi Ashwin Choksi	838110	0.09	0.00	838110	0.09	0.00	0.00
21.	Vishal Shailesh Choksi	2951220	0.31	0.00	2951220	0.31	0.00	0.00
22.	Ashwin Ramanlal Gandhi	4325790	0.45	0.08	4325790	0.45	0.08	0.00
23.	Ashwin Suryakant Dani	2084870	0.22	0.00	2084870	0.22	0.00	0.00
24.	Chandanben Chhotalal Shah	20000	0.00	0.00	20000	0.00	0.00	0.00
25.	Hasit Ashwin Dani	4004800	0.42	0.00	4004800	0.42	0.00	0.00
26.	Hiren Ashwin Gandhi	1584450	0.17	0.00	1589300	0.17	0.00	0.00
27.	Ina Ashwin Dani	515920	0.05	0.00	515920	0.05	0.00	0.00
28.	Ishwara Hasit Dani	410710	0.04	0.00	410710	0.04	0.00	0.00
29.	Jalaj Ashwin Dani	1600200	0.17	0.00	1600200	0.17	0.00	0.00
30.	Malav Ashwin Dani	3305510	0.34	0.00	3305510	0.34	0.00	0.00
31.	Meghna Satyen Gandhi	75000	0.01	0.00	75000	0.01	0.00	0.00
32.	Mudit Jalaj Dani	159800	0.02	0.00	159800	0.02	0.00	0.00
33.	Satyen Ashwin Gandhi	1608880	0.17	0.00	1608880	0.17	0.00	0.00
34.	Shubhlakshmi Hasit Dani	59500	0.01	0.00	59500	0.01	0.00	0.00
35.	Smiti Jalaj Dani	139110	0.01	0.00	139110	0.01	0.00	0.00
36.	Vaibhavi Hiren Gandhi	75000	0.01	0.00	75000	0.01	0.00	0.00
37.	Vita Jalaj Dani	435260	0.05	0.00	435260	0.05	0.00	0.00
38.	Abhay Arvind Vakil	28450310	2.97	0.00	28468310	2.97	0.00	0.00
39.	Amar Arvind Vakil	13031170	1.36	0.00	13031170	1.36	0.00	0.00
40.	Amrita Amar Vakil	2566680	0.27	0.00	2566680	0.27	0.00	0.00
41.	Asha Subhash Gujarathi	1423400	0.15	0.00	1423400	0.15	0.00	0.00
42.	Bhairavi Abhay Vakil	2247000	0.23	0.00	2247000	0.23	0.00	0.00
43.	Dipika Amar Vakil	2026130	0.21	0.00	2026130	0.21	0.00	0.00
44.	Nehal Abhay Vakil	2371280	0.25	0.00	2371280	0.25	0.00	0.00
45.	Varun Amar Vakil	2235590	0.23	0.00	2230590	0.23	0.00	0.00
46.	Vivek Abhay Vakil	3126760	0.33	0.00	3126760	0.33	0.00	0.00

Sr. No.	Shareholder's Name	No. of shares held at the beginning of the year (As on 01.04.2014)			No. of shares held at the end of the year (As on 31.03.2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares*	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares*	
47.	Ragini Varun Vakil	0	0.00	0.00	5000	0.00	0.00	0.00
48.	Castle Investment & Industries Pvt. Ltd.	15457470	1.61	0.00	15457470	1.61	0.00	0.00
49.	Centaurus Trading and Investments Pvt. Ltd.	7408940	0.77	0.03	7408940	0.77	0.03	0.00
50.	Doli Trading and Investments Pvt. Ltd.	9363440	0.98	0.00	9363440	0.98	0.00	0.00
51.	Elf Trading and Chemicals Manufacturing Ltd.	2108160	0.22	0.00	2108160	0.22	0.00	0.00
52.	Jaldhar Investments and Trading Company Pvt. Ltd.	12428250	1.30	0.00	12428250	1.30	0.00	0.00
53.	Lyon Investment and Industries Pvt. Ltd.	14342060	1.50	0.00	14342060	1.50	0.00	0.00
54.	Rupen Investment and Industries Pvt. Ltd.	18742825	1.95	0.02	18824825	1.96	0.02	0.01
55.	Satyadharma Investments and Trading Co. Pvt. Ltd.	18334280	1.91	0.00	18334280	1.91	0.00	0.00
56.	Sudhanava Investments and Trading Co. Pvt. Ltd.	19108760	1.99	0.79	19026760	1.98	0.66	(0.01)
57.	Tru Trading and Investments Pvt. Ltd.	12176500	1.27	0.00	12176500	1.27	0.00	0.00
58.	Dani Finlease Ltd.	10930	0.00	0.00	10930	0.00	0.00	0.00
59.	Geetanjali Trading and Investments Pvt. Ltd.	49267440	5.14	4.13	49267440	5.14	2.83	0.00
60.	Gujarat Organics Ltd.	22810730	2.38	0.00	22810730	2.38	0.00	0.00
61.	Hiren Holdings Pvt. Ltd.	601400	0.06	0.00	601400	0.06	0.00	0.00
62.	ISIS Holding and Trading Company Pvt. Ltd.	52884120	5.51	2.24	52884120	5.51	1.38	0.00
63.	Omega Properties Pvt. Ltd.	3363750	0.35	0.00	3363750	0.35	0.00	0.00
64.	Rayirth Holding and Trading Company Pvt. Ltd.	1329500	0.14	0.00	1329500	0.14	0.00	0.00
65.	S.C. Dani Research Foundation Pvt. Ltd.	253620	0.03	0.00	0	0.00	0.00	0.03
66.	Dani Charitable Foundation	0	0.00	0.00	253620	0.03	0.00	0.03
67.	Smiti Holding and Trading Company Pvt. Ltd.	54084120	5.64	2.54	54084120	5.64	1.90	0.00
68.	Suprasad Investments and Trading Co. Pvt. Ltd.	187160	0.02	0.00	187160	0.02	0.00	0.00
69.	Asteroids Trading and Investments Pvt. Ltd.	10818530	1.13	0.00	10818530	1.13	0.00	0.00
70.	Elcid Investments Ltd.	28313860	2.95	0.00	28313860	2.95	0.00	0.00
71.	Jalaj Trading and Investment Company Pvt. Ltd.	10776620	1.12	0.00	10776620	1.12	0.00	0.00
72.	Lambodar Investments and Trading Company Ltd.	6015130	0.63	0.00	6015130	0.63	0.00	0.00
73.	Murahar Investments and Trading Company Ltd.	5743670	0.60	0.00	5743670	0.60	0.00	0.00
74.	Nehal Trading and Investments Pvt. Ltd.	11102530	1.16	0.00	11102530	1.16	0.00	0.00
75.	Sadavani Investments and Trading Co. Pvt. Ltd.	43200	0.00	0.00	43200	0.00	0.00	0.00

Sr. No.	Shareholder's Name	No. of shares held at the beginning of the year (As on 01.04.2014)			No. of shares held at the end of the year (As on 31.03.2015)			% change in share- holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares*	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares*	
76.	Sapan Investments Pvt. Ltd.	43200	0.00	0.00	43200	0.00	0.00	0.00
77.	Suptaswar Investments and Trading Co. Ltd.	6558310	0.68	0.00	6558310	0.68	0.00	0.00
78.	Unnati Trading and Investments Pvt. Ltd.	10472600	1.09	0.00	10472600	1.09	0.00	0.00
79.	Vikatmev Containers Ltd.	43200	0.00	0.00	25200	0.00	0.00	0.00
TOTAL		506379632	52.79	9.82	506384482	52.79	6.89	0.00

* 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 in regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

C. Change in Promoters' shareholding:

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Margi Rupen Choksi	105500 0	0.01 0.00	01.04.2014 19.12.2014 31.03.2015	(105500)	Transfer	0	0.00
2.	Rupen Ashwin Choksi	928607 1034107	0.10 0.11	01.04.2014 19.12.2014 31.03.2015	105500	Transfer	1034107	0.11
3.	Hiren Ashwin Gandhi	1584450 1589300	0.17 0.17	01.04.2014 20.02.2015 31.03.2015	4850	Transfer	1589300	0.17
4.	Abhay Arvind Vakil	28450310 28468310	2.97 2.97	01.04.2014 20.03.2015 31.03.2015	18000	Transfer	28468310	2.97
5.	Varun Amar Vakil	2235590 2230590	0.23 0.23	01.04.2014 23.05.2014 31.03.2015	(5000)	Transfer	2230590	0.23
6.	Ragini Varun Vakil	0 5000	0.00 0.00	01.04.2014 23.05.2014 31.03.2015	5000	Transfer	5000	0.00
7.	Rupen Investment and Industries Pvt. Ltd.	18742825 18824825	1.95 1.96	01.04.2014 01.08.2014 05.12.2014 31.03.2015	47000 35000	Transfer Transfer	18789825 18824825	1.96 1.96
8.	Sudhanava Investments and Trading Co. Pvt. Ltd.	19108760 19026760	1.99 1.98	01.04.2014 01.08.2014 28.11.2014 31.03.2015	(47000) (35000)	Transfer Transfer	19061760 19026760	1.99 1.98

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
9.	Vikatmev Containers Ltd.	43200 25200	0.00 0.00	01.04.2014 20.03.2015 31.03.2015	(18000)	Transfer	25200	0.00
10.	S.C. Dani Research Foundation Pvt. Ltd.	253620 0	0.03 0.00	01.04.2014 30.05.2014 31.03.2015	(253620)	Transfer	0	0.00
11.	Dani Charitable Foundation	0 253620	0.00 0.03	01.04.2014 30.05.2014 31.03.2015	253620	Transfer	253620	0.03

* Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to your Company

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

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)		
		No. of Shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company	
1.	For each of the top Ten Shareholders	61530363 46839707	6.41 4.88	01.04.2014 25.04.2014 20.06.2014 04.07.2014 11.07.2014 15.08.2014 22.08.2014 29.08.2014 05.09.2014 12.09.2014 19.09.2014 17.10.2014 24.10.2014 31.10.2014 07.11.2014 14.11.2014 21.11.2014 28.11.2014 05.12.2014 12.12.2014 16.01.2015 23.01.2015 30.01.2015 06.02.2015 13.02.2015 31.03.2015	6.41 6.41 6.41 6.41 6.41 6.40 6.33 6.25 6.10 5.93 5.90 5.90 5.87 5.79 5.73 5.63 5.60 5.58 5.53 5.53 5.37 5.18 5.02 4.90 4.88	(5000) (1000) (10000) (611) (135202) (678180) (761255) (1453642) (1642670) (210000) (45583) (293010) (789614) (543397) (941856) (313347) (149074) (529971) (30324) (1496969) (1804585) (1513971) (1206088) (135307)	Transfer Transfer	61525363 61524363 61514363 61513752 61378550 60700370 59939115 58485473 56842803 56632803 56587220 56294210 55504596 54961199 54019343 53705996 53556922 53026951 52996627 51499658 49695073 48181102 46975014 46839707	6.41 6.41 6.41 6.41 6.41 6.33 6.25 6.10 5.93 5.90 5.90 5.87 5.79 5.73 5.63 5.60 5.58 5.53 5.53 5.37 5.18 5.02 4.90 4.88

Sr. No.	Shareholder's Name	Shareholding		Date *	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of Shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
2.	Ojasvi Trading Pvt. Ltd.	46987850	4.90	01.04.2014	0	NIL movement during the year	46987850	4.90
3.	Oppenheimer Developing Markets Fund	22235219	2.32	01.04.2014				
				16.05.2014	(295802)	Transfer	21939417	2.29
				23.05.2014	(2316261)	Transfer	19623156	2.05
				30.05.2014	(1075641)	Transfer	18547515	1.93
				06.06.2014	(490380)	Transfer	18057135	1.88
				08.08.2014	(134446)	Transfer	17922689	1.87
				15.08.2014	(611122)	Transfer	17311567	1.80
				22.08.2014	(1009314)	Transfer	16302253	1.70
				29.08.2014	(738416)	Transfer	15563837	1.62
				05.09.2014	(1747729)	Transfer	13816108	1.44
				19.09.2014	(356388)	Transfer	13459720	1.40
				30.09.2014	(1351299)	Transfer	12108421	1.26
				03.10.2014	(394566)	Transfer	11713855	1.22
				17.10.2014	(282261)	Transfer	11431594	1.19
				24.10.2014	(617755)	Transfer	10813839	1.13
				31.10.2014	(1147258)	Transfer	9666581	1.01
				12.12.2014	(854527)	Transfer	8812054	0.92
				19.12.2014	(1258239)	Transfer	7553815	0.79
				31.12.2014	(1312602)	Transfer	6241213	0.65
				16.01.2015	(1630413)	Transfer	4610800	0.48
4.	Aberdeen Global Indian Equity (Mauritius) Ltd.	16720000	1.74	01.04.2014				
				09.05.2014	(378023)	Transfer	16341977	1.70
				18.07.2014	(377000)	Transfer	15964977	1.66
				25.07.2014	(123000)	Transfer	15841977	1.65
				17.10.2014	(599396)	Transfer	15242581	1.59
				24.10.2014	(798992)	Transfer	14443589	1.51
				31.10.2014	(443589)	Transfer	14000000	1.46
				20.02.2015	(450000)	Transfer	13550000	1.41
				13.03.2015	(850000)	Transfer	12700000	1.32
				20.03.2015	(700000)	Transfer	12000000	1.25
				27.03.2015	(750000)	Transfer	11250000	1.17
				31.03.2015	(480000)	Transfer	10770000	1.12
5.	Virtus Emerging Markets Opportunities Fund	6842503	0.71	01.04.2014				
				18.04.2014	(199280)	Transfer	6643223	0.69
				25.04.2014	(484370)	Transfer	6158853	0.64
				02.05.2014	(144230)	Transfer	6014623	0.63
				06.06.2014	(183294)	Transfer	5831329	0.61
				13.06.2014	(657206)	Transfer	5174123	0.54

Sr. No.	Shareholder's Name	Shareholding		Date *	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of Shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	For each of the top Ten Shareholders			19.12.2014 31.12.2014 09.01.2015 16.01.2015 23.01.2015 30.01.2015 06.02.2015 13.02.2015 20.02.2015 27.02.2015 06.03.2015 13.03.2015 20.03.2015 27.03.2015 31.03.2015	(4874) 107500 (85280) (6800) 79700 208670 279638 (294856) 6649 (168799) 52300 879 (46053) (39081)	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	7480309 7587809 7502529 7495729 7575429 7784099 8063737 7768881 7775530 7606731 7659031 7659910 7613857 7574776	0.78 0.79 0.78 0.78 0.79 0.81 0.84 0.81 0.81 0.79 0.80 0.80 0.79 0.79
		7574776	0.79					
7.	IIFL Inc A/C Vontobel India Fund	5535639	0.58	01.04.2014 25.04.2014 02.05.2014 06.06.2014 13.06.2014 19.09.2014 30.09.2014 03.10.2014 10.10.2014 24.10.2014 31.10.2014 07.11.2014 14.11.2014 21.11.2014 31.03.2015	(309230) (80354) (183871) (670729) (76855) (527385) (206586) (253656) (70982) (927249) (686196) (624593) (917953)	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	5226409 5146055 4962184 4291455 4214600 3687215 3480629 3226973 3155991 2228742 1542546 917953 0	0.54 0.54 0.52 0.45 0.44 0.38 0.36 0.34 0.33 0.23 0.16 0.10 0.00
		0	0.00					
8.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Fund	5411398	0.56	01.04.2014 04.04.2014 11.04.2014 18.04.2014 23.05.2014 11.07.2014 25.07.2014 01.08.2014 22.08.2014 12.09.2014 28.11.2014 05.12.2014 31.12.2014 09.01.2015	25600 31348 4492 11520 22400 25600 40960 16000 17920 17920 16000 (288000) (26240)	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	5436998 5468346 5472838 5484358 5506758 5532358 5573318 5589318 5607238 5625158 5641158 5353158 5326918	0.57 0.57 0.57 0.57 0.57 0.58 0.58 0.58 0.58 0.59 0.59 0.56 0.56

* Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date [®]	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of shares at the beginning of the year (01.04.14)/end of the year (31.03.15)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
Directors								
1.	Ashwin Choksi	785700	0.08	01.04.2014	0	NIL movement during the year	785700	0.08
		785700	0.08	31.03.2015				
2.	Ashwin Dani	2084870	0.22	01.04.2014	0	NIL movement during the year	2084870	0.22
		2084870	0.22	31.03.2015				
3.	Abhay Vakil (w.e.f. 22.07.2014)	28450310	2.97	22.07.2014	18000	Transfer	28468310	2.97
		28468310	2.97	20.03.2015				
		28468310	2.97	31.03.2015				
4.	Mahendra Choksi	2196180	0.23	01.04.2014	0	NIL movement during the year	2196180	0.23
		2196180	0.23	31.03.2015				
5.	Malav Dani	3305510	0.34	01.04.2014	0	NIL movement during the year	3305510	0.34
		3305510	0.34	31.03.2015				
6.	Amar Vakil (upto 26.06.2014)	13031170	1.36	01.04.2014	0	NIL movement during the period	13031170	0.01
		13031170	1.36	26.06.2014				
7.	Amrita Vakil (w.e.f. 14.05.2014)	2566680	0.27	14.05.2014	0	NIL movement during the period	2566680	0.27
		2566680	0.27	31.03.2015				
8.	K.B.S. Anand*	270	0.00	01.04.2014	0	NIL movement during the year	270	0.00
		270	0.00	31.03.2015				
9.	Dipankar Basu	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				
10.	Mahendra Shah	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				
11.	Deepak Satwalekar	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				
12.	R.A. Shah (upto 26.06.2014)	18090	0.00	01.04.2014	0	NIL movement during the period	18090	0.00
		18090	0.00	26.06.2014				
13.	S. Sivaram	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				
14.	S. Ramadorai	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				

Sr. No.	Name	Shareholding		Date ^a	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of shares at the beginning of the year (01.04.14)/end of the year (31.03.15)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
15.	M.K. Sharma	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				
16.	Vibha Paul Rishi (w.e.f. 14.05.2014)	0	0.00	14.05.2014	0	NIL holding/ movement during the period	0	0.00
		0	0.00	31.03.2015				
Key Managerial Personnel								
1.	K.B.S. Anand*	270	0.00	01.04.2014	0	NIL movement during the year	270	0.00
		270	0.00	31.03.2015				
2.	Jayesh Merchant	0	0.00	01.04.2014	0	NIL holding/ movement during the year	0	0.00
		0	0.00	31.03.2015				

Notes:

a Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

* Shri K.B.S. Anand, Managing Director & CEO has been included in the list of Directors as well as KMP.

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 (As on 01.04.2014)				
i) Principal Amount	10.71	36.98	-	47.69
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	10.71	36.98		47.69
Change in Indebtedness during the financial year				
• Addition	0.06	-	-	0.06
• Reduction (Repayment)	(4.06)	(4.12)	-	(8.18)
Net Change	(4.00)	(4.12)	-	(8.12)
Indebtedness at the end of the financial year (As on 31.03.2015)				
i) Principal Amount	6.71	32.86	-	39.57
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6.71	32.86	NIL	39.57

The above includes interest free loans under Sales Tax deferment schemes of various states as given in Note 4 of standalone financial statements.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	(Amount in ₹)	
		Name of the Managing Director	K.B.S. Anand
1.	Gross salary (excluding Commission)		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	25,458,500	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,471,395	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission	24,000,000	
	- as % of profit	0.124	
5.	Others - Employer contribution to provident and other funds	2,087,200	
	Total	61,017,095	
	Ceiling as per the Act*	964,813,072	

* Remuneration paid to the Managing Director is within the ceiling provided under Section 196 of the Companies Act, 2013.

B. Remuneration to other Directors:

(Amount in ₹)				
1. Independent Directors:				
Name of Director	Fee for attending Board/ committee meetings	Commission	Others [#]	Total
Dipankar Basu	820,000	2,600,000	-	3,420,000
Mahendra Shah	920,000	2,400,000	-	3,320,000
Deepak Satwalekar	460,000	2,600,000	-	3,060,000
R.A. Shah*	60,000	315,000	-	375,000
S. Sivaram	300,000	2,200,000	-	2,500,000
S. Ramadorai	180,000	2,200,000	-	2,380,000
M. K. Sharma	900,000	2,400,000	-	3,300,000
Vibha Paul Rishi	250,000	2,200,000	-	2,450,000
Total (1)				20,805,000
2. Non-Executive/Promoter Directors:				
Name of Director	Fee for attending board/ committee meetings	Commission	Others [#]	Total
Ashwin Choksi	270,000	2,800,000	720,000	3,790,000
Ashwin Dani	450,000	2,600,000	735,000	3,785,000
Abhay Vakil [@]	450,000	2,200,000	720,000	3,370,000
Mahendra Choksi	520,000	2,400,000	-	2,920,000
Amar Vakil ⁺	20,000	315,000	-	335,000
Malav Dani	440,000	2,200,000	-	2,640,000
Amrita Vakil	350,000	2,200,000	-	2,550,000
Total (2)				19,390,000
Total (1+2)				40,195,000
Ceiling as per the Act				192,962,614

* Shri R.A. Shah ceased to be a Director w.e.f. 26th June, 2014

[@] Shri Abhay Vakil was appointed as an Additional/Non-Executive Director w.e.f. 22nd July, 2014

⁺ Shri Amar Vakil retired as a Director w.e.f. 26th June, 2014

[#] 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.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO & Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	22,358,541 1,615,501 -	
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission - as % of profit	-	
5.	Others - Contribution to Provident and other funds	1,432,720	
	Total	25,406,762	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (under the Companies Act, 2013):

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

Annexure [E] to Board's Report**FORM AOC – 2**

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

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

(a)	Name(s) of the related party and nature of relationship	NA
(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	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed	
(i)	Amount paid as advances, if any	
(j)	Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

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

(a)	Name(s) of the related party and nature of relationship	NIL
(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)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

For and on behalf of the Board

Place: Mumbai

Date: 18th May, 2015

Ashwin Choksi

Chairman

Annexure [F] to Board's Report

CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline of the Company's CSR Policy:

The Board of Directors at its meeting held on 22nd July, 2014 approved the CSR Policy of your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee has identified the following thrust areas around which your Company shall be focusing its CSR initiatives and channelizing the resources on a sustained basis:

- **Health & Hygiene:** In healthcare, your Company aspires to deliver facilities to communities and other sections of the society in the form of primary health care support through diagnosis and treatments, promoting preventive healthcare, building awareness about sanitation and providing monetary support, setting up and managing rehabilitation centers, medical camps, creating awareness through various programs, etc.
- **Education:** In education, your Company aspires to contribute to improving and facilitating the literacy levels in various sections of the society, by providing support at every stage of a child's educational cycle including but not limited to developing infrastructure for schools/educational centers, conducting education programs on "how to lead a healthy life", engaging with students and parents leading to development of a better community, livelihood enhancement projects, etc.
- **Water:** In water management your Company believes, abundant and stable supply of clean water is the basic need of society. Water being an important resource, its conservation has become imperative. The approach would include providing support and infrastructure at each stage of water conservation, water preservation, water re-charge and waste water treatment.

- **Enhancing Vocational Skills:** In the area of vocational training, your Company aspires to provide specialized and skill based training to painters, carpenters, workers, etc., to enhance their skills, empower them, provide opportunities, enhance their ability to take better employment and have a better livelihood.

Your Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on your Company's website and can be accessed through the following link:

https://www.asianpaints.com/pdfs/company-info/aboutus/corporate-citizenship/csr_policy_approved_by_board.pdf

2. The Composition of the CSR Committee:

The composition of the CSR Committee as on 31st March, 2015 is as follows:

Name of the Member	Nature of Directorship
Mahendra Choksi (Chairman)	Non-Executive Director/ Promoter
Mahendra Shah	Non-Executive Director/ Independent
Malav Dani	Non-Executive Director/Promoter
K.B.S. Anand	Managing Director & CEO

Shri Jayesh Merchant, Company Secretary, acts as the Secretary to the Committee.

3. **Average Net Profit of the company for the last 3 financial years:** ₹ 1,493.73 crores

4. **Prescribed CSR expenditure (2% of this amount as in Sr. No. 3 above):** ₹ 29.87 crores

5. **Details of CSR spend for the financial year:**

(a) **Total amount spent for the financial year:**
₹ 19.01 crores

(b) **Amount unspent, if any:** ₹ 10.86 crores

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

CSR projects / activities	Sector in which the Project is covered	Location where project is undertaken: State (Local Area/ District)	Amount outlay (budget) Project / Program 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*		
Promoting education by providing educational materials, setting up of libraries, toy libraries, scholarships, coaching classes, computer hardware and software for smart classes, building infrastructure at schools, organising workshops for enhancing skills, etc.	Education	Tamil Nadu (Cuddalore, Tiruvallur District) Maharashtra (Khandala, Satara District, Bhandup, Mumbai District) Gujarat (Ankleshwar, Bharuch District), Uttar Pradesh (Kasna, Gautam Buddha Nagar District), Haryana (Rohtak District)	5.53	4.14	0.20	4.34	Direct and through implementing agency
Promoting healthcare and sanitation by conducting projects and programs, making available safe drinking water to community, preventive healthcare and medical camps, infrastructure support for cancer diagnosis, calibration of healthcare equipment at hospitals, construction of sanitary facilities viz., toilets, etc.	Health & Hygiene	Maharashtra (Khandala, Satara District), Gujarat (Ankleshwar, Bharuch District), Uttar Pradesh (Kasna, Gautam Buddha Nagar District), Haryana (Rohtak, District), Tamil Nadu (Tiruvallur District) Telangana (Patancheru, Medak District)	4.65	4.33	0.07	4.40	Direct and through implementing agency

(₹ in Crores)

CSR projects / activities	Sector in which the Project is covered	Location where project is undertaken: State (Local Area/ District)	Amount outlay (budget) Project / Program 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*		
Livelihood enhancement projects in the form of basic and specialized painter training programme to unemployed youth and painting applicators/contractors	Vocational Training Program	Maharashtra (Mumbai, Nagpur, Aurangabad & Pune District), Karnataka (Bengaluru District), Telangana (Hyderabad District), Tamil Nadu (Chennai 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 (Bhubaneshwar District), Uttaranchal (Dehradun District) Chandigarh and Jammu & Kashmir	8.00	5.48	0.41	5.89	Direct
Ensuring environmental sustainability through water recharge & conservation projects, rain water harvesting, water - desilting and reclamation in villages, Integrated Water Resources Management in Community Watershed	Water	Tamil Nadu (Cuddalore, Chennai District), Maharashtra (Khandala, Satara District), Gujarat (Ankleshwar, Bharuch District), Uttar Pradesh (Kasna, Gautam Buddha Nagar District), Haryana (Rohtak District), Telangana (Patancheru, Medak District)	5.09	4.11	0.27	4.38	Direct and through implementing agency
TOTAL			23.27	18.06	0.95	19.01	

* Restricted to 5% of total CSR expenditure

** Details of the Implementing Agencies: 1. Abhivyakti 2. Akash Ganga Trust 3. Akshar Bharati 4. Ankleshwar Industrial Development Society (AIDS) 5. Ankleshwar Rotary Welfare Trust 6. Child Survival India 7. Deepalaya 8. FORCE 9. HelpAge India 10. International Crops Research Institute for the Semi - Arid Tropics (ICRISAT) 11. Kaka Ba & Kala Budh Public Charitable Trust 12. Kutuhal 13. Magic Bus 14. Sevalaya 15. Rotary Club of Bombay 16. North East Charitable Trust 17. Shree Madhavi Gramodhyog Mandal 18. Sulabh 19. Toybank 20. Vanarai

6. Your Company is committed to focus on inclusive growth and improve lives by contributing towards communities around which it operates. This dedicated commitment towards inclusive growth is manifested through the Company's CSR initiatives undertaken around the manufacturing facilities as well as across many cities in India during the financial year 2014-15. The overall CSR Expenditure has increased from ₹ 3.70 crores during the financial year 2013-14 to ₹ 19.01 crores during the financial year 2014-15. During the financial year 2014-15, your Company has partnered with implementing agencies of repute and has committed to incur expenditure for CSR initiatives in the coming years through structured programs and projects. These projects and programmes are ongoing and have a lifecycle of more than three to five years. This being the first year, your Company has taken steps in the right direction and going forward is committed to actively engage with the

partners/NGOs to execute the said projects and programs and incur expenditure in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

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

K.B.S. Anand
Managing Director & CEO

Mahendra Choksi
Chairman
CSR Committee

Place: Mumbai
Date: 18th May, 2015

Annexure [G] to Board's Report

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

Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

A) The steps taken or impact on conservation of energy:

All the manufacturing facilities continued their efforts to reduce the specific energy consumption. Specific and total energy consumption is tracked on daily basis at individual factory/block level and also at consolidated manufacturing level. Energy audits are conducted at all the manufacturing units at regular intervals and findings of the audit are implemented. Apart from regular practices and measures for energy conservation, many new initiatives were driven across the units. The measures taken at all your Company's manufacturing units are briefly enumerated as below:

1. Process optimization and automation:

Efforts have been put consistently year on year to optimise the use of energy consumption in production processes and operation of utilities. A few notable measures taken last year include:

- Reduction of agitator cowl disc speed during powder addition and grinding in the twin shaft dispersers and also optimization of mixing time in the twin shaft dispersers.
- Modifications in powder conveying sequence based on the properties of powders resulted in savings.
- Use of cooling water during certain periods instead of chilling water in the water based paint twin shaft disperser.
- Timer based operations of forced draft ventilation systems.
- Timer based interlock provision for the agitator of mixer vessels.
- Air booster installation for packing machines to avoid running of air compressors consistently at high pressures.
- Temperature based control for cooling tower fan and pumps.
- Reduction of compressed air leakages resulting in reduction in running hours of air compressors by using ultrasonic detection of compressed air leakages.

2. Optimisation of Electrical Equipment:

The modifications/additions to some of the electrical equipment being done are:

- Timer based operations for air conditioner units across the manufacturing units.
- Variable Frequency Drive (VFD's) based operations for cooling and chilling pumps in case of variable loads based on pressure feedback.
- Energy efficient pumps for utilities and replacement of capacitor panels.
- Optimisation of distribution transformer operation during Sundays, public holidays and plant shutdown periods.
- VFD provided for Effluent Treatment Plant (ETP) blowers.

3. Lighting :

All the manufacturing units continue to put in efforts to reduce the lighting power consumption. Some key initiatives taken in this area include:

- Lighting load optimization by rewiring of lighting circuits.
- Provision of timer for lighting load reduction in offices and canteen.
- Installation of astronomical timers for street lights.
- Replacement of conventional vessel view lamps with LED lamps.
- Stage wise replacement of conventional light fittings to LED light fittings is under progress across the manufacturing units.
- Solar based day light system is under trial at Rohtak plant. This has resulted in reduction of lighting load during day time.

4. Other key initiatives for Energy conservation:

With the view of reduction of specific energy consumption across the manufacturing units, following initiatives were driven by the plant teams.

- Monitoring and analysis of energy consumption on daily basis with respect to energy model.
- Share and implement best practices across all plants.
- Make guidelines for purchase of energy efficient equipment like chiller, air compressor, motors, Air conditioner, Cooling tower, pumps, transformers etc.
- Sharing of latest updates in field of Energy Conservation.

The metric “specific power consumption” tracked as a measure of performance of Energy Management for the whole manufacturing setup has decreased over the past year. This was possible by the improvements and above steps taken by the manufacturing units in the field of energy conservation. With lot of efforts and initiatives planned in the coming year, the specific power consumption for whole manufacturing setup is expected to come down further.

B) The steps taken by the company for utilizing alternate sources of energy:

Solar energy:

Rooftop solar photovoltaic (PV) project of 800 KWP capacity was installed and commissioned in Sriperumbudur plant in October 2014.

The solar plant has the capacity to generate approx. 11 lac units annually. It has generated 359564 units in the year 2014-15.

Following are the major rooftop solar projects planned for utilizing solar energy across the plants which will be commissioned in the first quarter of FY 2015-16:

- 2 MWp- At Khandala plant
- 1.25 MWp- At Rohtak plant
- 0.4 MWp- At Kasna Plant

With the commissioning of the above solar projects, total installed solar energy capacity will be 4.45 MWp and contribute to around 6-7% of electricity consumption across all decorative paint plants.

Evaluation of other sources of energy such as wind energy is also in progress.

All the manufacturing units will continue to put in effort to reduce specific energy consumption. Some major initiatives include:

- Replacement of conventional light fittings with LED fittings across the manufacturing units.
- VFD for pumps and blowers in utilities.
- Replacement of reciprocating air compressor with VFD based screw compressor.
- Procurement of energy efficient Twin shaft disperser for Rohtak Plant expansion project.
- Energy efficient transformers with minimum losses for distribution of power.
- Replacement of old motors with energy efficient IE3 and IE2 motors.
- Paint manufacturing process improvements to reduce energy consumption.
- Trials in progress on alternative dispersion technology for paint processing.
- Induction of static mixers & cowl disc instead of stator/ rotor setup in the manufacturing process.

C) The capital investment on energy conservation equipment:

The Company has spent ₹ 10.24 crores as capital investment on energy conservation equipment during the financial year 2014-15.

TECHNOLOGY ABSORPTION

A) The efforts made by the Company towards technology absorption

The Research and Technology Function (R&T) of your Company is carrying out the following activities to fulfil short term and long term business goals of your Company:

- Development of new products and processes related to surface coatings and intermediates.
- Continuous value engineering through various means such as formula modification, new and alternate RM use, vendor collaboration.

- Import substitution and identification of new raw materials for development.
- Upgradation of existing product and processes to save cycle time, energy consumption and overall operational efficiency.
- Technology support to all overseas subsidiaries to improve efficiency and enable business growth.
- Optimization of products and processes to minimize waste generation and address environmental and safety concerns.
- Development of smart test methods to speed up testing of incoming raw materials.
- Undertaking collaborative development projects with vendors, academia and institutes.
- Development of in house domain expertise to support product development.
- Development of laboratory simulation techniques for faster resolution of product complaints.
- Development of nano composites for coatings application.
- Research focus on building new capability in the area of surface science, nanomaterial synthesis, microencapsulation.
- Focus on in house product development in the area of waterproofing, construction chemicals, tile solution etc.

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

Sixteen (16) new products were developed and commercialized for decorative paints segment during the financial year 2014-15. The key products launched during the financial year 2014-15 are:

- Royale Matt Emulsion Paint for interior
- Royale Base Coat White primer
- Royale Play Infintex
- Royale Play Metallic White
- Apcolite Advanced Gloss Enamel

- Smartcare Tile Adhesive for regular application
- Smartcare Tile Adhesive for application on tiles
- Smartcare Glass Tile Adhesive for application on glass mosaic
- AP Smartcare Cement Tile Grout in seven shades
- AP Smartcare Epoxy Tile Grout in two shades
- Smartcare Tile Primer for roof terrace
- Tractor Emulsion Advanced series
- Woodtech Wood Stain – three new stains
- AP Melamine Sealer Clear FM
- Apex Floor Guard
- Propex Matt

Following are some of the products that were developed for industrial end use during the financial year 2014-15:

- Development and certification of Polyaspartic direct to metal coating meeting ISO 12944-6 standard for C3 environment.
- Development and certification of Solvent free Epoxy phenolic tank lining having resistance to various cargo chemicals meeting international DNV (Det Norske Veritas) standard.
- Development and certification of coating systems meeting ISO 12944-6 standard for C5-I environment.
- Development and certification of water based high performance coating system meeting ISO 12944-6 standard for C3 environment.
- Developed RoHS (Restriction on use of Hazardous substances) compliant coating for specific General Industrial Liquid Paint customers.

Your company has accorded highest priority in making the entire premium range of decorative products green for India as well as all international subsidiaries. Programs are continuing to make the remaining products greener, wherever possible, without affecting cost and performance matrix. Your company has started measuring the carbon footprint index (kg of CO₂ equivalent produced per KL of finished product during its life cycle) of high volume decorative products. In future further efforts will be

undertaken to reduce the carbon footprint index of individual products. Your Company has also completed the mapping of toxicity levels of raw materials and identified measures to be taken to mitigate risk during handling, manufacture and application. These measures are under implementation across plants. Appropriate mechanism has been instituted to prevent use of toxic materials.

In new product design, your company is also looking for alternate manufacturing machineries to improve manufacturing efficiency w.r.t. cycle time, power consumption, waste reduction etc. A number of programs are undertaken in R&T to design specific formulations for automated plants. Your company has initiated various measures to drive innovation for developing pioneering new products and intellectual property generation.

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

- a. The details of technology imported: Technology of Intumescent Coating for cellulosic fire from M/s Neutron Fire Technology Inc., UK having 90 minute fire rating.
- b. The year of import: FY 2013-14

- c. Whether the technology been fully absorbed: The same has been successfully scaled up for bulk manufacturing in United Arab Emirates and commercialized in Bahrain market during the year.
- d. If not fully absorbed areas where absorption has not taken place, and the reasons thereof: The technology has been fully absorbed

D) The expenditure incurred on Research and Development

Particulars	2014-15	2013-14
Capital	8.57	4.48
Recurring	63.07	52.12
Total	71.64	56.60

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earned in terms of actual inflows during the year 2014-15 was ₹ 114.83 crores (equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the year 2014-15 was ₹ 2,028.56 crores (equivalent value of various currencies).

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The philosophy of governance has been deeply rooted in the culture of Asian Paints over a long period of time. Your Company continues to deliver value to its various stakeholders. The practice of responsible governance has enabled your Company to achieve sustainable growth, while meeting the expectations of all stakeholders and the society at large. Besides complying with Clause 49 of the Listing Agreement, your Company has adopted various practices and set responsible standards of business. Your Company endeavours to improve upon aspects like transparency, professionalism, accountability and fair disclosures, on an ongoing basis and takes necessary steps towards growth and enhancing value for its shareholders.

Your Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Agreement(s).

GOVERNANCE FRAMEWORK

Your Company's Governance structure consists of Board of Directors, its Committees and the Management.

Board Structure:

Board Leadership: Your Company has a well-balanced Board of Directors with members from diverse backgrounds who have years of experience and expertise in various fields. Out of 14 members on the Board, 7 are Independent Directors who are well known for their wealth of experience, high standards of governance and independence. 6 out of 14 members are Non-Executive/Promoter Directors. The Managing Director & CEO is responsible for the overall management of the affairs of the Company under the supervision of the Board of Directors. The Board over the period of years, has created a culture of leadership to provide long-term vision and policy approach to improve performance and quality of governance in your Company. It has played a primary role in providing strategic direction to the management coupled with giving responsibility and accountability to deliver value with highest level of transparency and integrity.

Board Committees: Committees have been constituted by the Board with specific terms of reference and have an optimum representation of Board members. These Committee members meet at such frequency as is necessary to address the responsibilities and tasks assigned to them. Presently there are six (6) Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee, Shareholders Committee and Risk Management Committee.

Management Structure:

Your Company has a management structure which is divided into Executive Council (EC) and Operating Council (OC). This has brought comprehensive perspective, agility and responsiveness within the organisation and built the existing capabilities to enhance value creation.

Managing Director & CEO: The Managing Director & CEO is responsible for the overall management of the affairs of the Company under the supervision of the Board. He drives the initiatives as approved by the Board of Directors of the Company and provides direction to achieve the same.

Executive Council (EC): This Council is led by the Managing Director & CEO and consists of Business heads who are in charge of the different functions in the organisation such as the Sales & Marketing, Supply Chain, Research & Technology, Finance, Information Technology, International Operations, Home Improvement, Industrial Business, Human Resources and Chemical Business. It is in charge of driving strategic initiatives of the Company, reviewing the overall performance including risk management, compliance and taking decisions on major investments of the Company. The EC meets on a regular basis to deliberate and discuss on various matters including effectiveness of the businesses/functions reporting to them. The members of the EC report to the Managing Director & CEO.

Operating Council (OC): This Council consists of heads of businesses/functions within the Company who report to the EC members. The OC members meet at frequent intervals to discuss and deliberate on the day to day operating efficiency and effectiveness. They meet and discuss issues on improvement initiatives in various areas like quality, cost efficiency, building capabilities, improving responsiveness and responsibility towards customers and other stakeholders.

This governance structure has led to higher level of integration and cohesion within your Company, while continuing to enhance your Company's ability to respond to emerging challenges.

BOARD OF DIRECTORS

Composition:

The composition of the Board is in conformity with Clause 49 of the Listing Agreement as well as the Companies Act, 2013. The Company has a Non-Executive Chairman and an optimum representation of Independent Directors on the Board of Directors of the Company.

The composition of the Board of Directors of the Company as on 31st March, 2015 is as follows:

Category	No. of Directors
Non-Executive/Independent Directors	7
Non-Executive/Promoter Directors	6
Executive Director (Managing Director & CEO)	1
Total	14

Independent Directors:

Your Company has at its last Annual General Meeting (AGM) held on 26th June, 2014, appointed Shri Dipankar Basu, Shri Mahendra Shah, Shri Deepak Satwalekar, Dr. S. Sivaram, Shri S. Ramadorai, Shri M. K. Sharma and Mrs. Vibha Paul Rishi as Independent Directors pursuant to Sections 149, 152, Schedule

IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement for the period of five (5) consecutive years upto 31st March, 2019. The Independent Directors have submitted declarations that they meet the criteria of Independence as per the provisions of the Companies Act, 2013 and the Listing Agreement; a statement in this regard forms part of the Board's Report. Further, the Independent Directors have confirmed that they do not hold directorship in more than seven listed companies. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and Clause 49 of the Listing Agreement. A sample of the letter of appointment is available on the website of the Company and can be accessed through the following link:

<https://www.asianpaints.com/pdfs/company-info/aboutus/independent-dir-appointmentletter.pdf>

The details of nature of Directorships, relationship inter-se, number of directorships and committee chairmanships/ memberships held by them in other public companies are detailed below:

Name of the Director	Nature of Directorship	Relationship with each other	As on 31 st March, 2015		
			Directorship in other Companies (*)	Membership and Chairmanship of the Committees of the Board of other companies (**) Chairman	Member
Ashwin Choksi	Non-Executive Chairman/Promoter	Brother of Mahendra Choksi	-	-	-
Ashwin Dani	Non-Executive Vice Chairman/Promoter	Father of Malav Dani	6	1	3
Abhay Vakil (w.e.f. 22 nd July, 2014)	Non-Executive Director/ Promoter	Brother of Amar Vakil & Uncle of Amrita Vakil	3	2	-
K.B.S. Anand	Managing Director & CEO	***	-	-	-
Mahendra Choksi	Non-Executive Director/ Promoter	Brother of Ashwin Choksi	-	-	-
Malav Dani	Non-Executive Director/ Promoter	Son of Ashwin Dani	4	-	1
Amar Vakil (upto 26 th June, 2014)	Non-Executive Director/ Promoter	Brother of Abhay Vakil & Father of Amrita Vakil	NA	NA	NA
Amrita Vakil	Non-Executive Director/ Promoter	Daughter of Amar Vakil & Niece of Abhay Vakil	2	-	-
Dipankar Basu	Non-Executive Director/ Independent	***	2	1	1
Deepak Satwalekar	Non-Executive Director/ Independent	***	3	1	1
R. A. Shah (upto 26 th June, 2014)	Non-Executive Director/ Independent	***	NA	NA	NA
S. Sivaram	Non-Executive Director/ Independent	***	4	-	2
Mahendra Shah	Non-Executive Director/ Independent	***	-	-	-
S. Ramadorai	Non-Executive Director/ Independent	***	7	1	4
M. K. Sharma	Non-Executive Director/ Independent	***	7	1	7
Vibha Paul Rishi	Non-Executive Director/ Independent	***	5	-	2

* Excludes directorship in Asian Paints Limited. Also excludes directorship in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships

** For the purpose of considering the limit of committee memberships and chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of public limited companies have been considered

*** No inter – se relationship with any of the Directors of the Company

Number of Board Meetings:

During the financial year ended 31st March, 2015, seven (7) meetings of the Board of Directors were held and the maximum time gap between two (2) meetings did not exceed one hundred and twenty days. The dates of the Board meetings are as under:

Date(s) on which meeting(s) were held	
14 th May, 2014	20 th December, 2014
22 nd July, 2014	29 th January, 2015
17 th September, 2014	26 th March, 2015
22 nd October, 2014	

All the Directors have informed the Company periodically about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosures received, none of the Directors of the Company hold membership in more than 10 committees or act as the Chairman of more than five committees across all companies in which he/she is a director.

Details of their attendance at Board Meetings and at the AGM held during the year are as follows:

Name of the Director	Board Meeting details		Attendance at last AGM
	Held	Attended	
Ashwin Choksi	7	6	Yes
Ashwin Dani	7	7	Yes
Abhay Vakil (w.e.f. 22 nd July, 2014)	7	5	NA
K.B.S. Anand	7	7	Yes
Mahendra Choksi	7	7	Yes
Malav Dani	7	7	Yes
Amar Vakil (up to 26 th June, 2014)	7	1	No
Amrita Vakil	7	7	Yes
Dipankar Basu	7	6	Yes
Deepak Satwalekar	7	6	Yes
R. A. Shah (up to 26 th June, 2014)	7	1	Yes
S. Sivaram	7	6	Yes
Mahendra Shah	7	7	Yes
S. Ramadorai	7	3	Yes
M. K. Sharma	7	7	Yes
Vibha Paul Rishi	7	5	Yes

The shareholding of the Non-Executive Directors of the Company as on 31st March, 2015 is as follows:

Name of the Director	Nature of Directorship	No. of shares held *	% to the paid up share capital
Ashwin Choksi	Non-Executive Chairman/Promoter	7,85,700	0.08
Ashwin Dani	Non-Executive Vice Chairman/Promoter	20,84,870	0.22
Abhay Vakil	Non-Executive Director/Promoter	2,84,68,310	2.97
Mahendra Choksi	Non-Executive Director/Promoter	21,96,180	0.23
Malav Dani	Non-Executive Director/Promoter	33,05,510	0.34
Amrita Vakil	Non-Executive Director/Promoter	25,66,680	0.27
Dipankar Basu	Non-Executive Director/Independent	Nil	Nil
Deepak Satwalekar	Non-Executive Director/Independent	Nil	Nil
S. Sivaram	Non-Executive Director/Independent	Nil	Nil
Mahendra Shah	Non-Executive Director/Independent	Nil	Nil
S. Ramadorai	Non-Executive Director/Independent	Nil	Nil
M. K. Sharma	Non-Executive Director/Independent	Nil	Nil
Vibha Paul Rishi	Non-Executive Director/Independent	Nil	Nil

* As per the declarations made to the Company by the Directors as to the shares held in their own name or held jointly as the first holder or held on beneficial basis as the first holder.

Shri K.B.S. Anand, Managing Director & CEO holds 270 equity shares of the Company as on 31st March, 2015.

Board Procedures

The Board meets atleast once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company. The tentative annual calendar of Board Meetings for the ensuing year is decided in advance by the Board.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board members are, on a quarterly basis, apprised by the Managing Director & CEO on the overall performance of the Company through presentations and detailed notes.

Presentations are also made by the members of the Executive Council on the Company's plans, performance, operations and other matters on a periodic basis. The Board has complete access to any information within your Company which includes the information as specified in Annexure X to Clause 49 of the Listing Agreement and they are updated about their roles and responsibilities in the Company.

The Board, *inter alia*, reviews annual operating and capital expenditure plans and budgets, financial statements of business segments, compliance report(s) of all laws applicable to the Company, major legal and tax issues, policies/charters of committees of the Company, appointment and remuneration to Directors, minutes of the Board Meetings of the Company's subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary companies, significant labour issues, presentations on Environment Health and Safety (EHS) initiatives, risk management, transactions involving sale of material investments, subsidiaries, assets, which are not in normal course of business, foreign currency exposure, status of all investments made by the Company, details of joint ventures or collaborations, minutes of meetings of the Committees of the Board, declaration of dividend, issue of securities, short-term borrowings, any other proposal from the management regarding mergers, acquisitions and restructuring of investments, etc.

The Companies Act, 2013 read with the relevant rules issued thereunder, now facilitate conducting meetings of Board and its Committees through permitted audio-visual means or video-conferencing. Accordingly, during the year, the Board members were, in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, provided with an option to participate at Board Meetings through video conferencing mode except in respect of those meetings wherein transactions are not permitted to be carried out by way of video-conferencing.

The proceedings of each meetings of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014.

Familiarisation Programme

Your Company has put in place a structured induction and familiarisation programme for all its Directors including the Independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel

and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

The Managing Director & CEO, CFO & Company Secretary, business heads and other senior officials of the Company make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

The familiarization programme for Independent Directors in terms of provisions of Clause 49 of the Listing Agreement is uploaded on the website of the Company and can be accessed through the following link:

<https://www.asianpaints.com/pdfs/company-info/investors/policies/familiarisation-programme.pdf>

Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 23rd March, 2015, without the attendance of Non-Independent Directors and members of the management.

Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, *inter alia*, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

COMMITTEES OF THE BOARD

The Committees constituted by the Board play a very important role in the governance structure of the Company. The terms of reference of these Committees are approved by the Board and are in line with the requirements of Companies Act, 2013 and Clause 49 of the Listing Agreement. The minutes of Committee meetings are tabled at the Board meetings and the Chairperson of each Committee briefs the members of the Board on the important deliberations and decisions of the respective Committees. The minutes of the proceedings of the Committee Meetings are captured in the same manner as the Board Meetings and in accordance with the provisions of the Companies Act, 2013. Currently, there are six (6) Committees of the Board, viz., Audit Committee, Nomination and Remuneration Committee,

Stakeholders Relationship Committee, CSR Committee, Shareholders Committee and Risk Management Committee.

Audit Committee

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes oversight of the financial reporting process, the audit process, the adequacy of internal controls, transactions with related parties and compliance with applicable laws and regulations.

The composition of the Audit Committee is in line with provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The members of the Audit Committee are financially literate and have requisite experience in financial management. The Committee invites the Managing Director & CEO, CFO & Company Secretary, Vice President - Finance, Statutory Auditor and Chief Internal Auditor to attend its meetings. The Audit Committee meets the Statutory Auditor and the Chief Internal Auditor independently without the management at least once in a year.

Shri Jayesh Merchant, Company Secretary, acts as Secretary to the Committee.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March, 2015 are detailed below:

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Dipankar Basu	Chairman	9	9
Mahendra Shah	Member	9	9
M.K. Sharma	Member	9	9
Abhay Vakil (w.e.f. 22 nd October, 2014)	Member	9	4

Date(s) on which meeting(s) were held

13 th May, 2014	19 th December, 2014
14 th May, 2014	28 th January, 2015
11 th June, 2014	12 th February, 2015
21 st July, 2014	23 rd March, 2015
21 st October, 2014	

The Chairman of the Audit Committee was present at the last AGM held on 26th June, 2014.

The scope of activities and terms of reference of the Audit Committee is governed by a Charter which is in line with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The role of the Audit Committee, *inter alia*, includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Reviewing with the management the quarterly, half-yearly, nine-monthly and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with listing and other legal requirements relating to financial statements;
 - d. Disclosure of any Related Party Transactions (RPTs); and
 - e. Qualifications in the draft audit report, if any.
5. Reviewing the financial statements of unlisted subsidiary companies (including joint ventures) and investments made by the unlisted subsidiary companies (including joint ventures);
6. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
 - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor;
 - b. whether such qualifications and experience are commensurate with the size and requirements of the company; and
 - c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered

Accountants of India or any competent authority or any Court.

7. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
8. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
9. Reviewing and approving quarterly and yearly management representation letters to the statutory auditor;
10. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;
11. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor of the Company;
14. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
15. Evaluating the internal financial controls and risk management policies/system of the Company;
16. Discussion with the internal auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;
17. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
18. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the company by its officers/employees;
19. Approval or subsequent modification of transactions of the Company with related parties including appointment and revision in remuneration of related parties to an office or

place of profit in the Company, its subsidiary company or associate company;

20. Reviewing the statements of significant related party transactions submitted by the management;
21. Reviewing and Scrutinizing the inter-corporate loans and investments;
22. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy. Overseeing the functioning of the same;
23. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
24. Approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialised services;
25. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
26. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval;
27. Appointing registered valuers and defining the terms and conditions for conducting the valuation of assets/net-worth/liabilities of the Company. Reviewing the valuation report and follow-up thereon;
28. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
29. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
30. Review and approve policy formulated for determination of material subsidiaries;
31. Review and approve policy on materiality of related party transactions and also dealing with related party transactions; and
32. Any other matter referred to by the Board of Directors.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the Policy on materiality of RPTs and the criteria for granting omnibus approval in line with the policy of dealing with RPTs in accordance with provisions of the Companies Act, 2013 and/or Clause 49 of the Listing Agreement. The Committee also reviews the internal financial controls.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee broadly plays a dual role of determining the composition of the Board based on need and requirements of the Company from time to time and determines the overall compensation framework and policy for Directors, senior management and employees. The Committee further reviews that the human resource practices of the Company are effective in maintaining and retaining a competent workforce.

During the financial year 2014-15, in compliance with Section 178 of the Companies Act, 2013 read with Companies (Meetings of the Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, "Nomination and Remuneration Committee" of the Board of Directors of the Company was formed after merging and re-constituting the erstwhile Nomination Committee and Remuneration Committee.

The erstwhile Nomination Committee and Remuneration Committee had met on 11th April, 2014 and 28th April, 2014, respectively. All the members were present at the aforesaid Committee meetings.

The composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Committee met four (4) times during the financial year ended 31st March, 2015 on 13th May, 2014, 11th July, 2014, 18th October, 2014 and 9th December, 2014. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2015 is detailed below:

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Deepak Satwalekar	Chairman	4	3
Dipankar Basu	Member	4	4
M K Sharma	Member	4	4
Ashwin Dani	Member	4	4

Shri Jayesh Merchant, Company Secretary, acts as Secretary to the Committee.

The Chairman of Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held 26th June, 2014.

The Nomination and Remuneration Committee is empowered, pursuant to its terms of reference, *inter alia*, to:

1. Identify persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
2. Carry on the evaluation of every Director's performance;
3. Formulate criteria for determining qualifications, positive attributes and independence of a Director;
4. Recommend to the Board a policy, relating to the remuneration of the directors, Key Managerial Personnel and other employees;
5. Formulate criteria for evaluation of Independent Directors and the Board;
6. Devise a policy on Board Diversity; and
7. Undertake any other matters as the Board may decide from time to time.

In accordance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 22nd July, 2014 formulated the Nomination and Remuneration Policy of the Company on the recommendations of the Nomination and Remuneration Committee.

Nomination and Remuneration Policy of the Company:

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, *inter alia*, the following responsibilities:

1. Formulate the criteria for appointment as a Director: The Committee shall formulate criteria, and review them on an ongoing basis, for determining qualifications, skills, expertise, qualities, positive attributes required to be a Director of the Company.
2. Identify persons who are qualified to be Directors: The Committee shall identify persons who are qualified to become Directors and who satisfy the criteria laid down. The process of identification shall include ascertaining, meeting, screening and reviewing candidates for appointment as Directors, whether Independent, Non-Executive or Executive.
3. Nominate candidates for Directorships subject to the approval of Board: The Committee recommends to the Board the appointment of potential candidates as Non-Executive Director or Independent Director or Executive Director, as the case may be.
4. Approve the candidates required for senior management positions: The Committee shall lay down criteria including

qualifications, skills, expertise and qualities required for senior management positions like Managing Director & CEO, CFO and Company Secretary and members of the Executive Council of the Company.

5. Evaluate the performance of the Board: The Committee shall determine a process for evaluating the performance of every Director, Committees of the Board and the Board. The Committee may seek the support and guidance of external experts and agencies for this purpose.
6. Evaluate the performance of the Managing Director or Whole-time Director and determine the Executive compensation: The Committee shall evaluate the performance of the Managing Director by setting his Key Performance Objectives at the beginning of each financial year. The Committee shall also approve his/her/their compensation package(s) in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, comparable with industry standards and which shall have an adequate balance between fixed and variable component.
7. Review performance and compensation of senior management: The Committee shall review the performance of the senior management of the Company. The Committee shall ensure that the remuneration to the Key Managerial Persons and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
8. Recommend to the Board, commission to the Non-Executive Directors: The Committee shall recommend the commission payable to the Non-Executive Directors, including Independent Directors, to the Board of Directors of the Company after considering their contribution to the decision making at meetings of the Board/Committees, participation and time spent as well as providing strategic inputs and supporting the highest level of corporate

governance and Board effectiveness. It shall be within the overall limits fixed by the shareholders of the Company.

Remuneration to the Managing Director & CEO:

The shareholders of your Company at the 68th Annual General Meeting held on 26th June, 2014 approved the re-appointment of the Managing Director & CEO of the Company for a period of three (3) years commencing from 1st April, 2015 to 31st March, 2018, not liable to retire by rotation. The terms and conditions of his appointment including remuneration payable to him was approved which was in accordance with the provisions of Sections 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force). The details of the Remuneration paid to the Managing Director & CEO is stated in the Form MGT- 9 – Extract of the Annual Return which forms part of the Board's Report in this Annual Report.

Commission to Non – Executive Directors:

The shareholders of your Company at their 68th Annual General Meeting held on 26th June, 2014 pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 approved the payment of remuneration to the Non-Executive Directors of the Company by way of commission not exceeding one (1) percent of the net profits of the Company.

Details of remuneration paid to Directors during the year 2014-15:

During the financial year ended 31st March, 2015, the Company paid ₹ 50,000 (Rupees fifty thousand only) as sittings fees for attending the Board/Audit Committee meetings and ₹ 30,000 (Rupees thirty thousand only) for attending other Committee meetings (except Shareholders Committee) to the Non-Executive Directors of the Company.

Details of the remuneration paid to the Directors of the Company for the financial year ended 31st March, 2015 are as follows:

(Amount in ₹)

Name of the Director	Salary	Perquisites*	Sitting fees	Commission	Total
Ashwin Choksi		7,20,000	2,70,000	28,00,000	37,90,000
Ashwin Dani		7,35,000	4,50,000	26,00,000	37,85,000
Abhay Vakil [#]		7,20,000	4,50,000	22,00,000	33,70,000
K.B.S. Anand	1,65,60,000	2,04,57,095	-	2,40,00,000	6,10,17,095
Mahendra Choksi			5,20,000	24,00,000	29,20,000
Malav Dani			4,40,000	22,00,000	26,40,000
Amar Vakil ⁺			20,000	3,15,000	3,35,000
Amrita Vakil			3,50,000	22,00,000	25,50,000
Dipankar Basu			8,20,000	26,00,000	34,20,000
Deepak Satwalekar			4,60,000	26,00,000	30,60,000
R.A. Shah [@]			60,000	3,15,000	3,75,000
S.Sivaram			3,00,000	22,00,000	25,00,000
Mahendra Shah			9,20,000	24,00,000	33,20,000
S.Ramadorai			1,80,000	22,00,000	23,80,000
M.K. Sharma			9,00,000	24,00,000	33,00,000
Vibha Paul Rishi			2,50,000	22,00,000	24,50,000

* Perquisites in case of Shri Ashwin Choksi, Shri Ashwin Dani and Shri Abhay Vakil, Non-Executive Directors include 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. Perquisites for Shri K. B. S. Anand include Company's contribution to provident fund, super annuation fund, medical and leave travel allowance, special allowance etc., as well as monetary value of perquisites as per Income Tax rules in accordance with Shri K. B. S. Anand's contract with the Company.

Shri Abhay Vakil was appointed as an Additional Director w.e.f. 22nd July, 2014.

+ Shri Amar Vakil retired as a Director w.e.f. 26th June, 2014.

@ Shri R. A. Shah ceased to be a Director w.e.f. 26th June, 2014.

Your Company has not granted any stock options to any of its Directors.

Stakeholders Relationship Committee

During the financial year ended 31st March, 2015, the nomenclature of the Stakeholders Relationship and Investors Grievance Committee was changed to "Stakeholders Relationship Committee" pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Committee met twice during the financial year ended 31st March, 2015 on 10th October, 2014 and 19th March, 2015. The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2015 is detailed below:

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Mahendra Shah	Chairman	2	2
K.B.S. Anand	Member	2	2
Mahendra Choksi	Member	2	2
Amrita Vakil (w.e.f. 22 nd October, 2014)	Member	2	1

Shri Jayesh Merchant, Company Secretary, acts as Secretary to the Committee.

The terms of reference of the Committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievance of the security holders of the Company.

Details pertaining to the number of complaints received and responded and the status thereof during the financial year ended 31st March, 2015 are as follows:

No. of complaints received during the year	11
No. of complaints resolved during the year	11
No. of complaints pending at the end of the year	-

Corporate Social Responsibility (CSR) Committee

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013.

The Committee met four (4) times during the financial year ended 31st March, 2015 on 16th July, 2014, 10th October, 2014, 27th January, 2015 and 19th March, 2015. The constitution of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the

members of the Committee during the financial year ended 31st March, 2015 is detailed below:

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Mahendra Choksi	Chairman	4	4
Mahendra Shah	Member	4	4
K.B.S. Anand	Member	4	4
Malav Dani	Member	4	4

Shri Jayesh Merchant, Company Secretary, acts as Secretary to the Committee.

The CSR Committee is empowered pursuant to its terms of reference, *inter alia*, to:

1. Recommend the amount of expenditure to be incurred on the CSR activities;
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;
3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company; and
4. Such other activities as the Board of Directors may determine from time to time.

The Board of Directors of the Company at their meeting held on 22nd July, 2014 approved the CSR Policy of the Company on the recommendations of the CSR Committee. The details of the CSR initiatives of the Company form part of the CSR Section in the Annual Report. The CSR Policy has been placed on the website of the Company and can be accessed through the following link:

https://www.asianpaints.com/pdfs/company/info/aboutus/corporatecitizenship/csr_policy_approved_by_board.pdf

Shareholders Committee

During the financial year ended 31st March, 2015, the Shareholders Committee met eleven (11) times. The composition of the Shareholders Committee of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2015 is detailed below:

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Ashwin Dani	Chairman	11	11
Ashwin Choksi	Member	11	6
Abhay Vakil (w.e.f. 22 nd October, 2014)	Member	11	5
K.B.S. Anand	Member	11	6
Jayesh Merchant	Member	11	11

The terms of reference of the Shareholders Committee are as follows:

- To issue duplicate share certificates as and when the requests are received by the Company;
- To approve the register of members as on the record date(s) and/or book closure date(s) for receiving dividends and other corporate benefits;
- To review correspondence with the shareholders vis-à-vis legal cases and take appropriate decisions in that regard; and
- To authorise affixing of the Common Seal of the Company from time to time on any deed or other instrument requiring authentication by or on behalf of the Company.

Further, the Board of Directors has delegated its powers to certain officials of the Company, to authorise and approve the requests relating to transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., as per the provisions of Clause 49 of the Listing Agreement.

Shri Jayesh Merchant, CFO & Company Secretary, President - Industrial JVs is the Compliance Officer of the Company in terms of the requirements under the Listing Agreement and other regulations issued by the SEBI.

Risk Management Committee

During the financial year ended 31st March, 2015, the Board of Directors constituted a Risk Management Committee and also defined its roles and responsibilities in accordance with the provisions of Clause 49 of the Listing Agreement.

The Risk Management Committee has met once during the year on 12th February, 2015. The composition of the Risk Management Committee of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2015 is detailed below:

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
M. K. Sharma	Chairman	1	1
S. Sivaram	Member	1	1
K.B.S Anand	Member	1	1
Amit Syngle *	Member	1	-
(President -Technology, Sales & Marketing)			
P. Sriram *	Member	1	1
(General Manager - Internal Audit & Risk)			

* Senior Executives of the Company.

Shri Jayesh Merchant, Company Secretary, acts as Secretary to the Committee.

The Committee's terms of reference, *inter alia*, include framing risk management policy and identifying Company's risk appetite set for various elements of risk, review the risk management practices & structures and recommend changes to ensure their adequacy, approve & review the risk treatment plans put in place by management and ensure adequacy of risk management practices in the Company.

It prescribes the roles and responsibilities of various stakeholders within the Company, the structure for managing risks and the framework for risk management.

This policy and the Internal Financial Controls comprehensively address the key strategic/business risks and operational risks respectively.

SUBSIDIARY COMPANIES

Your Company does not have any material non-listed Indian subsidiary company in terms of Clause 49 (V) of the Listing Agreement. The minutes of the Board meetings of the subsidiary companies are placed at the meeting of the Board of Directors of the Company on periodical basis. The Audit Committee reviews the financial statements including investments made by the unlisted subsidiary companies of the Company.

The Board of Directors of the Company at their meeting held on 22nd October, 2014 approved a policy for determining "material" subsidiaries. The said Policy has been placed on the website of the Company and can be accessed through the following link:

<https://www.asianpaints.com/pdfs/company-info/investors/policies/policy-materiality-of-subsidiaries.pdf>

RELATED PARTY TRANSACTIONS

Your Company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Clause 49 of the Listing Agreement. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which is uploaded on the website of the Company and can be accessed through the following link:

<https://www.asianpaints.com/pdfs/company-info/investors/policies/policy-related-party-transactions.pdf>

The Company has a robust process for RPTs and the transactions with Related Parties are referred to the Audit Committee for its approval at the scheduled quarterly meetings or as may be called upon from time to time along with all relevant and stipulated information of such transaction(s).

During the financial year ended 31st March, 2015, the Company has entered into RPTs in the ordinary course of business and on arms' length basis; and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Clause 49 of the Listing Agreement and the Policy of the Company on dealing with RPTs. During the financial year ended 31st March, 2015, there are no transactions with related parties which qualify as a material transaction in terms of the applicable provisions of Clause 49 of the Listing Agreement. The details of the RPTs are set out in the Notes to Financial Statements forming part of this Annual Report.

The details of the remuneration paid to the Key Managerial Personnel appointed by the Company in accordance with the provisions of Section 203 of the Companies Act, 2013 is set out in the Board's Report forming part of this Annual Report.

Details of employees, who are relatives of the Directors, holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013:

The following are the details of the remuneration payable to the employees of your Company, who are relatives of Directors, holding office of place of profit in the Company as on 31st March, 2015:

Name of the employee	Nature of relationship with Directors	Remuneration (₹)
Jalaj Dani	Relative of Ashwin Dani & Malav Dani	2,37,49,754
Manish Choksi	Relative of Mahendra Choksi	2,55,86,590
Varun Vakil	Relative of Amrita Vakil	22,98,398
Vivek Vakil	Relative of Abhay Vakil	12,07,702

In terms of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the appointment and remuneration payable to the aforesaid is approved by the Audit Committee and noted by the Board of Directors of the Company and are at arm's length and in ordinary course of business of the Company.

Directors with materially significant, pecuniary or business relationship with the Company:

There is no pecuniary or business relationship between the Non-Executive/Independent Directors and the Company, except for the commission/fees payable to them in accordance with the applicable laws and with the approval of the shareholders. A declaration to this effect is also submitted by all the Directors, every financial year.

CEO/CFO CERTIFICATION

As required under Clause 49 (IX) of the Listing Agreement, the CEO/CFO certificate for the financial year ended 31st March, 2015,

signed by Shri K.B.S. Anand, Managing Director & CEO and Shri Jayesh Merchant, CFO & Company Secretary, President – Industrial JVs, is annexed and forms part of this Report.

GENERAL BODY MEETINGS

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Year	Location	Meeting Date	Time	No. of special resolutions set out at the AGM
2013-14	Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021	26 th June, 2014	3.00 p.m.	1
2012-13	– do –	24 th June, 2013	10.00 a.m.	5
2011-12	– do –	25 th June, 2012	3.00 p.m.	Nil

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

Postal Ballot

During the year, no resolutions were passed through postal ballot.

DISCLOSURES

1. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.
2. Your Company has complied with all the requirements of the Stock Exchange(s) and the Securities Exchange Board of India (SEBI) on matters related to Capital Markets. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.

3. Vigil Mechanism and Whistle Blower Policy:

- Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers and shareholders in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with Clause 49 of the Listing Agreement, your Company has adopted a Whistle Blower Policy with an objective to provide its employees and a mechanism whereby concerns can be raised in line with the Company's

- In accordance with the Policy, an Ethics Committee has been constituted comprising the Managing Director & CEO, the Compliance Officer and the Vice - President – Human Resources for the purpose of receiving and investigating all complaints and Protected Disclosures under this policy. Employees of the Company can make Protected Disclosures to the Ethics Committee through the Asian Paints Ethics Hotline (toll free number/web reporting facility) and/or any other written or oral means of communication. The employees may, where the matters are of grave nature, make Protected Disclosures directly to the Chairperson of the Audit Committee of the Board of Directors of the Company.
- No personnel was denied access to the Audit Committee of the Company.

4. Code of Conduct

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirement under Clause 49 of the Listing Agreement. The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2015. The declaration to this effect signed by Shri K.B.S. Anand, Managing Director & CEO of the Company forms part of the report.

5. Code of Conduct for Prevention of Insider Trading

Asian Paints' Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during certain periods known as "Quiet Period". All the Directors, senior management personnel, persons forming part of promoter(s)/ promoter group(s) and other designated employees of the Company are restricted from entering into opposite transaction, i.e., buy or sell any number of shares during the next six months following the prior transaction. The Board of Directors at its meeting held on 18th May 2015 approved and adopted the 'Asian Paints Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015. The Board at its aforesaid meeting also approved the 'Asian Paints Limited - Code for Fair Disclosure' and the same can be accessed through the following link:

<https://www.asianpaints.com/pdfs/company-info/investors/policies/fair-disclosure-policy.pdf>

Details of compliance with mandatory and non-mandatory requirements of Clause 49 of the Listing Agreement

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

Following is the status of the compliance with the non-mandatory requirements:

1. The Board:

The Non – Executive Chairman of the Company has been provided a Chairman's Office at the Registered Office of the Company.

2. Shareholder Rights:

Half-yearly results of the Company are sent to all shareholders of the Company and additionally, the Company uploads its quarterly results on its website www.asianpaints.com.

The Company makes presentations to Institutional Investors and Analysts on the Company's performance on a periodic basis which are also available on the website of the Company.

3. Audit qualifications:

During the year under review, there was no audit qualification on the Company's financial statements.

4. Separate posts of Chairman and CEO:

The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.

5. Reporting of Internal Auditor:

The General Manager - Internal Audit & Risk, who is the Company's Chief Internal Auditor, reports to the Managing Director & CEO and he has direct access to the Audit Committee and he participates in the meetings of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audit Committee.

MEANS OF COMMUNICATION

1. Publication of quarterly financial results:

Quarterly, half-yearly, nine-monthly and annual financial results of the Company were published in leading English and vernacular language newspaper, viz., Business Standard and Maharashtra edition of Punyanagri and Mumbai editions of Free Press Journal and Navshakti newspapers.

2. Website and News Releases:

A separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half-yearly/Nine-monthly and Annual financial results along with the applicable policies of the Company. The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.

3. Stock Exchange:

Your Company makes timely disclosures of necessary information to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) in terms of the Listing Agreement(s) and other rules and regulations issued by SEBI.

4. NEAPS (NSE Electronic Application Processing System):

NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings, *inter alia*, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are also filed electronically through NEAPS.

5. BSE Corporate Compliance & Listing Centre:

BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, *inter alia*, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

6. Reminders to Investors:

Reminders to shareholders for claiming returned undelivered share certificates, unclaimed dividend are regularly despatched to the shareholders.

General Shareholder Information

(i) Annual General Meeting

Date - Friday, 3rd July, 2015
 Time - 11.00 a.m.
 Venue - Yashwantrao Chavan Pratisthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021

(ii) Financial Calendar

Financial year - 1st April to 31st March

Tentative Schedule for declaration of results during the financial year 2015-16

First Quarter - On or around 23rd July, 2015
 Second Quarter and Half Yearly - On or around 23rd October, 2015
 Third Quarter and Nine Months - On or around 21st January, 2016
 Fourth Quarter and Annual - On or around 18th May, 2016

(iii) Date of Book closure

(iv) Dividend Payment Date

For interim dividend 2014-15 of ₹ 1.80 per equity share - 26th September, 2014
 declared on 17th September, 2014

For final dividend 2014-15 recommended by the Board of Directors at its meeting held on 18th May, 2015 - After 4th July, 2015
 (subject to approval of the shareholders)

(v) The details of dividend declared and paid by the Company for the last five years are as below:

Year	Percentage (%)	In ₹ per share (face value of ₹ 1 each)*	Dividend Amount (₹ in crores)
2009-2010	270	2.70	258.9
2010-2011	320	3.20	306.9
2011-2012	400	4.00	383.7
2012-2013	460	4.60	441.2
2013-2014	530	5.30	508.4
2014-2015 (interim)	180	1.80	172.7

* The dividend value per share has been adjusted to reflect the sub-division of the face value of the equity shares of the Company from ₹ 10 (Rupees ten) to ₹ 1 (Rupee one) each in 2013-14.

(vi) Listing on Stock Exchanges

Name of Stock Exchange	Stock Code	ISIN for Depositories
BSE Limited (BSE)	500820	
National Stock Exchange of India Limited (NSE)	ASIANPAINT	INE021A01026

The Company has paid the listing fees to the above Stock Exchange(s) for the financial year 2015-16.

(vii) Market Price Data

The monthly high and low prices and volumes of the Company's shares at BSE and NSE for the financial year ended 31st March, 2015 are as under:

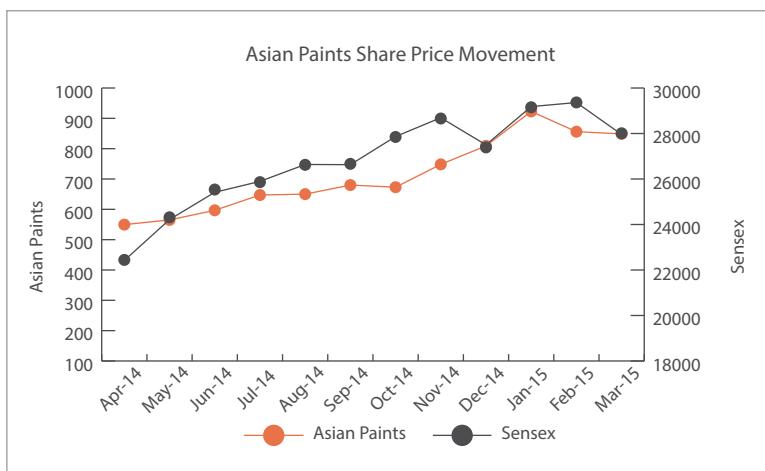
Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of Shares)	High (₹)	Low (₹)	Volume (No. of Shares)
2014						
April	549.65	495.15	11,46,280	550.00	494.70	1,43,80,333
May	565.00	501.30	20,18,905	563.90	501.75	2,11,94,948
June	596.75	503.20	25,58,514	597.90	503.35	2,61,51,789
July	647.20	565.50	19,43,240	649.00	565.15	1,72,92,754
August	650.10	603.00	15,28,066	651.65	602.00	1,60,11,260
September	680.00	612.60	27,88,391	680.95	612.00	2,71,20,093
October	672.90	623.10	21,13,752	673.20	621.65	2,39,49,258
November	748.25	637.20	27,74,861	749.20	637.00	3,10,04,149
December	809.25	719.50	28,24,632	809.60	719.00	3,01,31,612
2015						
January	922.80	747.25	50,76,549	922.50	747.00	4,23,51,677
February	856.00	784.65	41,18,475	851.10	783.40	3,35,71,240
March	848.75	769.20	23,87,220	848.20	768.10	2,37,20,629

Source: BSE and NSE website

Note: High and low are in ₹ per traded share. Volume is the total monthly volume of trade (in numbers) in Asian Paints shares on BSE and NSE.

(viii) Performance in comparison to broad-based Indices

The Chart below shows the comparison of your Company's share price movement on BSE vis-à-vis the movement of the BSE Sensex for the financial year ended 31st March, 2015 (based on month end closing):

**(ix) Registrar and Transfer Agent**

- Sharepro Services (India) Pvt. Ltd.
Unit: Asian Paints Limited
13 AB, Samhita Warehousing Complex, 2nd Floor,
Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road,
Sakinaka, Andheri (E), Mumbai – 400 072.
Tel No.: 022-67720300/400
Fax No.: 022-2859 1568
E-mail: sharepro@shareproservices.com
Website: www.shareproservices.com

(x) **Share Transfer System**

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., as mentioned in Clause 49 (VIII)(E)(5) of the Listing Agreement to the designated officials of the Company. The transactions in respect of issue of duplicate share certificates, split, rematerialisation, consolidation and renewal of share certificates are approved by the Shareholder's Committee of the Board of Directors of the Company.

A summary of all the transfers, transmissions, deletion requests, etc., so approved by the Shareholders Committee are placed before the Board of Directors from time to time for their review. The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Clause 47 (c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

(xi) **Distribution of Shareholding**

Distribution of shareholding of shares of the Company as on 31st March, 2015 is as follows:

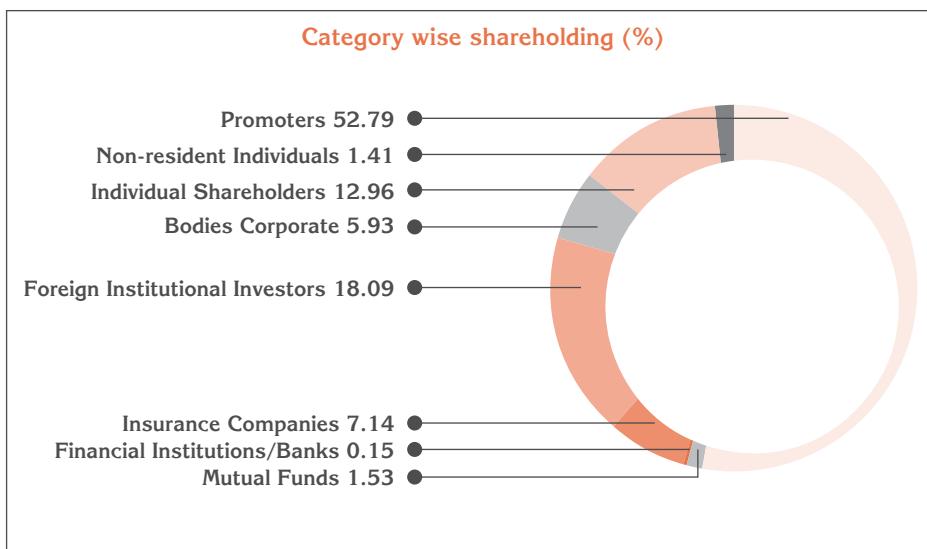
No. of Equity Shares		Shareholders		Shareholding	
		Number	% to total	Number	% to total
UPTO 50	50	75,299	51.17	16,13,333	0.17
51	100	21,723	14.76	18,80,244	0.20
101	200	12,164	8.27	19,46,689	0.20
201	300	5,249	3.57	13,69,507	0.14
301	400	2,668	1.81	9,63,601	0.10
401	500	3,315	2.25	15,96,514	0.17
501	1000	6,531	4.44	51,62,497	0.54
1001	5000	13,240	9.00	3,54,35,704	3.69
5001	10000	4,082	2.77	3,20,22,672	3.34
10001	AND ABOVE	2,872	1.96	87,72,07,029	91.45
TOTAL		1,47,143	100	95,91,97,790	100

Shareholding Pattern as on 31st March, 2015:

	Category of Shareholder	Total Number of Shares	% of total no. of shares
(A)	Shareholding of Promoter and Promoter Group		
(a)	Individuals/Hindu Undivided Family	10,22,08,177	10.65
(b)	Bodies Corporate	40,39,22,685	42.11
(c)	Trust	2,53,620	0.03
	Total Shareholding of Promoter and Promoter Group (A)	50,63,84,482	52.79
(B)	Public shareholding		
(1)	Institutions	-	-
(a)	Mutual Funds/ UTI	1,46,13,887	1.53
(b)	Financial Institutions/ Banks	14,44,591	0.15
(c)	Insurance Companies	6,84,47,684	7.14
(d)	Foreign Institutional Investors	17,35,42,340	18.09
	Sub-Total (B)(1)	25,80,48,502	26.91

Category of Shareholder	Total Number of Shares	% of total no. of shares
(2) Non-Institutions		
(a) Bodies Corporate	5,69,18,201	5.93
(b) Individuals		
(i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	11,60,63,960	12.10
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	82,71,889	0.86
(c) Individual (Non-Resident individuals)	1,35,10,756	1.41
Sub total(B)(2)	19,47,64,806	20.30
Total Public Shareholding (B)=(B)(1)+(B)(2)	45,28,13,308	47.21
Total (A)+(B)	95,91,97,790	100.00

Category-wise shareholding:

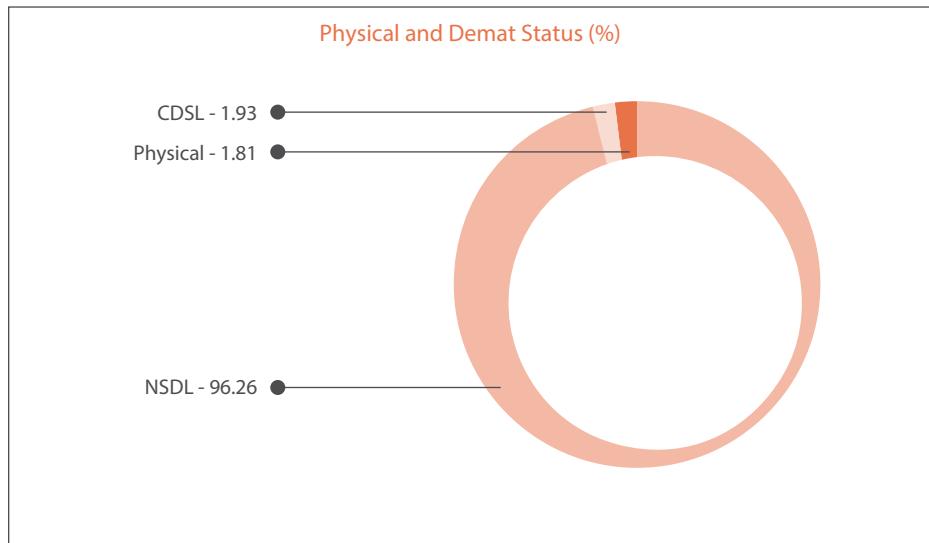


Details of the Company's dematerialized shares as on 31st March, 2015:

Number of shares	% of total shares	Number of shareholders	% of total shareholders
94,18,44,529	98.19	1,39,789	95.00

Break up of shares in physical and demat form as on 31st March, 2015:

	No. of Shares	% of Shares
Physical segment	1,73,53,261	1.81
Demat segment		
NSDL	92,33,42,005	96.26
CDSL	1,85,02,524	1.93
TOTAL	95,91,97,790	100



Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail various benefits of dealing in securities in electronic/ dematerialized form. For any clarification, assistance or information, please contact the Registrar and Transfer Agent of the Company.

(xiii) Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on equity:

The Company does not have any outstanding GDRs/ADRs/ Warrants/Convertible Instruments as on 31st March, 2015.

(xiv) Plant Locations:

Paint Plants:

Lal Bahadur Shastri Marg, Bhandup, Mumbai - 400 078, Maharashtra (manufacturing activities discontinued w.e.f. 5th May, 2014).

Plot Nos. 2602/2702, GIDC Industrial Area, Ankleshwar - 393 002, Gujarat.

Plot Nos. 50-55, Industrial Development Area, Phase II, Patancheru - 502 319, Dist. Medak, Telangana.

A-1, UPSIDC Industrial Area, Kasna - II, Kasna Village, Greater Noida, Dist. Gautambudh Nagar - 203 207, Uttar Pradesh.

SIPCOT Industrial Park, Plot No. E6-F13, Sriperumbudur - 602 105, Kancheepuram District, Tamil Nadu.

Plot No. 1, IMT, Sector 30 B, PO Kherisadh Village, Rohtak - 124 027, Haryana.

Plot A1, MIDC, Khandala Industrial Area, Taluka Khandala, Satara - 412 802, Maharashtra.

Other Plants

Taloja Plant: Plot No. 3/ 2, MIDC, Taloja, Raigad - 410 208, Maharashtra.

Phthalic Plant: Plot No. 2702, GIDC Industrial Area, Ankleshwar - 393 002, Gujarat.

Penta Plant: B-5 and 10, Sipcot Industrial Complex, Cuddalore - 607 005, Tamil Nadu.

(xv) Address for Correspondence

For any queries relating to the shares of the Company, correspondence may please be addressed to Sharepro Services (India) Private Limited at:

13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072

Tel No.: 022-67720300/400

Fax No.: 022-2859 1568

E-mail: sharepro@shareproservices.com

Website: www.shareproservices.com

For the benefit of shareholders, documents will continue to be accepted at the following Registered Office of the Company:

Asian Paints Limited

CIN: L24220MH1945PLC004598

6A, Shantinagar, Santacruz (E), Mumbai - 400 055

Tel. No.: 022-39818000

Fax No.: 022-39818888

E-mail: investor.relations@asianpaints.com

Website: www.asianpaints.com

Shareholders are requested to quote their folio no. / DP ID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its Registrar & Transfer Agent.

(xvi) National Electronic Clearing System (NECS) for dividend:

The remittance of dividend through Electronic Clearing System has been moved to National Electronic Clearing System (NECS) platform through core banking system effective 1st October, 2009. Accordingly, dividend will be credited to the shareholders' bank account through NECS where complete core banking details are available with the Company. In the event any branch of a bank has not migrated to core banking system, or where core banking account is not furnished by the shareholder to the Depository/ Company as the case may be, the Company will print details available in its records on the dividend warrants to be issued to the shareholders.

For shares held in physical form:

Investors who would like to avail NECS facility and are holding shares in physical form may send in their NECS Mandate Form, duly filled in to the Company's Registrar and Transfer Agent, Sharepro Services (India) Private Limited. The NECS Mandate instruction should be under the signature of the shareholder(s) as per the specimen signature lodged with the Company.

For shares in electronic/dematerialized form:

Investors holding shares in dematerialized or electronic form may check the details on record with the concerned

Depository Participant (DP). Pursuant to the Depository Regulations, the Company is obliged to pay dividend on dematerialized shares as per the details furnished by the concerned DP. The Company or the Registrar and Transfer Agent cannot make any change in such records received from the Depository.

(xvii) Transfer of unclaimed dividend to Investor Education and Protection Fund:

In terms of Sections 205C of the Companies Act, 1956, the Company is required to transfer the amount of dividend remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.

(xviii) Equity Shares in Unclaimed Suspense Account:

In accordance with Clause 5A (II) of the Listing Agreement, the Company has sent three reminders to the shareholders whose share certificates have been returned undelivered and are lying unclaimed with the Registrar and Transfer of the Company pursuant to sub-division of equity share from the face value of ₹ 10 to ₹ 1 during the financial year 2013-14. In case your shares are lying unclaimed with the Company, you are requested to claim the same before they are transferred to 'Asian Paints Limited - Unclaimed Suspense Account'.

Disclosure in respect of equity shares transferred in the 'Asian Paints Limited – Unclaimed Suspense Account' is as under:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying as on 1 st April, 2014	943	3,04,800
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	14	12,310
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	-	-
Aggregate number of shareholders and outstanding shares in the suspense account lying as on 31 st March, 2015	929	2,92,490

The voting rights on the shares in the suspense account as on 31st March, 2015 shall remain frozen till the rightful owners of such shares claim them.

Annexure to Report on Corporate Governance for the financial year ended 31st March, 2015

Declaration of Compliance with the Code of Conduct

I hereby confirm that:

the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2015.

Place: Mumbai

Date: 18th May, 2015

K.B.S. Anand
Managing Director & CEO

- b) there have been no significant changes in accounting policies during the year 2014-15; and
- c) there have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

K.B.S. Anand
Managing Director & CEO

Jayesh Merchant
CFO & Company Secretary,
President – Industrial JVs

Place: Mumbai
Date: 18th May, 2015

CEO/CFO Certificate under Clause 49 (IX) of the Listing Agreement

The Board of Directors
Asian Paints Limited

We hereby certify that for the financial year ended 31st March, 2015, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15, which are fraudulent, illegal or violative of the Company's code of conduct;
4. we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.

We further certify that –

- a) there have been no significant changes in internal control over financial reporting during the year 2014-15;

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF ASIAN PAINTS LIMITED UNDER CLAUSE 49(XI)(A) OF THE LISTING AGREEMENT

We have examined the compliance of conditions of Corporate Governance by Asian Paints Limited ('the Company'), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B S R & Co., LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No: 042070

Place: Mumbai
Date: 18th May, 2015

Business Responsibility Report (BRR)

Over the last few years, there has been an increasing consciousness around the concept of 'Sustainability' and 'Corporate Social Responsibility' (CSR) within India. This has been further strengthened by the Government's agenda of 'inclusive growth', serving as a guiding post in creating an enabling environment and developing strategies for businesses to take into account the triple bottom-line approach (People-Planet-Profit) in their operations, while being responsive to the concerns of their stakeholders.

The Security and Exchange Board of India (SEBI) has mandated the top 100 listed companies in the country by market capitalisation to include Business Responsibility Report as part of their Annual Report. Your Company has followed the highest standards of Corporate Governance as an ethical requisite rather than a regulatory necessity.

Your Company is cognizant of its responsibility towards the society and environment and has consistently shaped its business strategy to create value through products and services providing sustainable benefits. Your Company is committed to develop sustainable solutions that also addresses the country's broader developmental challenges. Your Company strives to be future-ready where responsibility towards the society and stakeholders at large is ingrained in its DNA.

The Business Responsibility Report describing the initiatives undertaken by your Company in the prescribed format is given below:

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) : L24220MH1945PLC004598
2. Name of the Company : Asian Paints Limited
3. Registered address : 6A, Shantinagar, Santacruz (East), Mumbai - 400055
4. Website : www.asianpaints.com
5. E-mail Id : investor.relations@asianpaints.com
6. Financial Year reported : 1st April, 2014 to 31st March, 2015
7. Your Company is engaged in (industrial activity code-wise):

Group*	Description
202	Manufacture of paints, varnishes, enamels or lacquers
202	Manufacture of surfacing preparations; organic composite solvents and thinners, and other related products

Group*	Description
201	Manufacture of organic and inorganic chemical compounds n.e.c.
259	Manufacture of metal sanitary ware such as bath, sinks, washbasins and similar articles

*As per National Industrial Classification – Ministry of Statistics and Programme Implementation

8. The Key Products that your Company manufactures (as per Balance Sheet) are:

- (1) Paints/Synthetic Enamels, Other Colours, (2) Phthalic Anhydride (3) Pentaerythritol (4) Bath fittings

Please refer to our website www.asianpaints.com for complete list of products.

9. Total number of locations where business activity is undertaken by the Company:

- i. Number of International locations – Nil (on a standalone basis)
- ii. Number of National Locations –

Paint Manufacturing facilities	7
Chemical Plants	2
Research & Technology and Test Centre	3
Sales locations	124
Admin Offices	27
Distribution centres	8
Other offices including the registered office	6

10. Markets served by the Company

Local	State	National	International
✓	✓	✓	✓

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital : ₹ 95.92 Crores
2. Total Turnover : ₹ 13,483.82 Crores
3. Total profit after taxes : ₹ 1,327.40 Crores
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit After Tax (PAT) (%):

Your Company's total spending on CSR for the financial year 2014-15 is ₹ 19.01 Crores which is 1.43% of PAT.

5. Some of the areas for which expenditure in 4 above have been incurred:

Areas listed under Schedule VII to the Companies Act, 2013	Activities undertaken in the “Thrust Areas” for the Company
<ul style="list-style-type: none"> • Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects • Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water • Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water. 	<p>Education:</p> <ul style="list-style-type: none"> • Creating infrastructure and other facilities for schools • Developing children holistically • Improving the quality of life of children in the village schools • Developing teachers' capability at schools • Promoting education through various means <p>Water:</p> <ul style="list-style-type: none"> • Augmenting rain water harvesting and recharging the water table • Desilting of lakes and ponds. • Spreading awareness for conservation of water • Adopting the water neutrality/sustainability theme <p>Health care, Hygiene and Sanitation:</p> <ul style="list-style-type: none"> • Promoting health care among village community by providing sanitation facilities • Providing safe drinking water <p>Skill upgradation/Vocational training:</p> <ul style="list-style-type: none"> • Providing specialized and skill based training • Providing vocational training to village youth to enhance their employability and earn better livelihood.

SECTION C: OTHER DETAILS

- Your Company as on 31st March, 2015 has six Direct subsidiaries and twenty three Indirect subsidiaries.
- Your Company encourages its subsidiaries to adopt its policies and practices.

SECTION D: BUSINESS RESPONSIBILITY INFORMATION

1. Details of Director/Directors responsible for BR

- a. Details of the Director responsible for implementation of the BR policy:
 - DIN : 03518282
 - Name : Shri K.B.S. Anand
 - Designation : Managing Director & CEO
- b. Details of the BR head:
 - DIN : NA
 - Name : Shri Jayesh Merchant
 - Designation : CFO & Company Secretary, President – Industrial JVs
 - Tel. No. : 022 3981 8000
 - E-mail Id : investor.relations@asianpaints.com

2. Principle-wise [as per National Voluntary Guidelines (NVGs)] BR Policy/policies (Reply in Y/N)

P1	Business should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Businesses should promote the well-being of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect, and make efforts to restore the environment
P7	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Businesses should support inclusive growth and equitable development
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

Sr. No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	
1.	Do you have a policy/policies for....	Y	This forms part of the Code of Conduct of your Company which is applicable to all employees.	Y The policy is part of your Company's Environment, Health and Safety (EHS) Policy.	Y Certain policies form part of the Code of Conduct for employees. There are various policies for the benefit of the employees which are issued by the Human Resources function of the Company from time to time. The policies include Maternity Leave Policy, Employee Safety Policy, Sabbatical Policy for employees, Group Mediclaim Policy, etc.	Y Your Company does not have a specific policy, however certain aspect of this principle forms part of the CSR Policy and the Consumer Policy.	Y This forms part of the Code of Conduct of your Company which is applicable to all employees.	Y This forms part of your Company's EHS policy.	N	Y Your Company has a CSR Policy.	Y Your Company has a Consumer Policy.
2.	Has the Policy being formulated in consultation with the relevant stakeholders? Refer Note1	Y	Y	Y	Y	Y	Y	NA	Y	Y	
3.	Does the policy conform to any national / international standards?	Y	Y	Y	Y	Y	Y	NA	Y	N	
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/CEO/ appropriate Board Director?	Y (It is signed by the Vice President - Human Resources Function)	Y (It is signed by the Managing Director)	Y (It is signed by the Vice President - Human Resources Function)	Y (It is signed by the Managing Director)	Y (It is signed by the Vice President - Human Resources Function)	Y (It is signed by the Managing Director)	NA	Y (It is signed by the Managing Director)	Y (It is signed by the Managing Director)	
		As a process all the policies are noted by the Board. The Board authorises Senior Officials of the Company to authenticate the policies and make necessary changes whenever required.									
5.	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y	
		The implementation and adherence to the Code of Conduct for Employees is overseen by the Human Resource and Internal Audit Function respectively. The Corporate Social Responsibility Policy is administered by the CSR Committee in line with the requirements of the Companies Act, 2013. The EHS Policy is overseen by the Supply Chain, Manufacturing and the Research & Technology Function. The Company has a separate Customer Centricity Function which looks at all customer related issues.									
6.	Indicate the link for the policy to be viewed online?	https://www.asianpaints.com/pdfs/company-info/investors/code_of_conduct.pdf	https://www.asianpaints.com	These policies are internal policies and are not displayed on the website of the Company but have been displayed on the intranet site of the Company	https://www.asianpaints.com/pdfs/company-info/aboutus/corporate-citizenship/csr_policy_approved_by_board.pdf	https://www.asianpaints.com/pdfs/company-info/investors/code_of_conduct.pdf	https://www.asianpaints.com	NA	https://www.asianpaints.com/pdfs/company-info/aboutus/corporate-citizenship/csr_policy_approved_by_board.pdf	https://www.asianpaints.com	

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
8.	Does the Company have in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	NA	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
10.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency? Refer Note 2:	Y	Y	Y	Y	Y	Y	NA	Y	Y

Note 1: While there may not be formal consultation with all stakeholders, the relevant policies have evolved over a period of time by taking inputs from concerned internal stakeholders.

Note 2: While your Company has not carried out independent audit of the policies, the Internal Audit Function periodically looks at the implementation of the policies.

2a. If answer to Sr. No. 1 against any principle is 'No', please explain why: (Tick upto 2 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3.	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year	-	-	-	-	-	-	✓	-	-
6.	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

3. Governance related to BR

- The Board of Directors of your Company assess various initiatives forming part of the BR performance of the Company on a periodic basis. The CSR Committee meets every quarter to ensure implementation of the projects/programmes/activities to be undertaken in the field of CSR. Other supporting functions/groups like Sustainability, meet on a periodic basis to assess the BR performance.
- Your Company publishes the information on BR which forms part of the Annual Report of the Company. The Annual Report is also uploaded on the website of the Company – http://www.asianpaints.com/pdfs/company-info/investors/financial_results

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

Business should conduct and govern themselves with Ethics, Transparency and Accountability

- Ethics and compliance are the key elements of sustainability and virtues of a responsible corporate. These virtues clearly reflect in your Company's Code of Conduct (the Code) which requires every employee including the employees of the subsidiary companies to act with highest standards of personal and professional ethics and integrity and comply with the applicable laws. Your Company fosters a culture of ethics by making the Code a part of the induction training programme for its new recruits and making it readily accessible on the Company's intranet. The Code and the Company's Policy on fraud prevention which covers the acts such as deception, bribery, forgery, extortion and corruption are applicable to any irregularity or suspected irregularity involving employees as well as vendors, contractors, customers and/or any other entities having a business relationship with the Company. Adequate measures have been taken to educate employees and suppliers on the Company's expectations on ethical conduct.
- An Ethics Committee comprising of the Managing Director & CEO, Compliance Officer and Head of the Human Resources function has been constituted for the purpose of receiving and investigating complaints from any employee/ business associates. An Ethics Hotline has been provided to employees to enable them to report any instances of fraud, abuse, misconduct or malpractices at workplace. The Hotline is provided with language options to facilitate the workers, especially those working in factories, to report their concerns in the language they are more conversant with. The Committee has been constituted and functions under

the Whistle Blower Policy. Further, policies for avoidance of conflict of interest and prohibition of insider trading have been articulated and adopted to ensure transparency through timely and adequate disclosures.

- The Company has in place different mechanisms for receiving and dealing with complaints from different stakeholders viz. shareholders, customers, employees, vendors etc. There are dedicated resources to respond to the complaints within a time bound manner. During the year, your Company received 11 (eleven) complaints from shareholders which have been resolved.

Principle 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

- Sustainability is deeply ingrained in ethos of your Company and it has always been the endeavour to develop and deliver high quality products that are inherently safer for people and have minimal impact on the environment. Your Company has a dedicated Research & Technology (R&T) team that is focussed on creating innovative products for its customers that meet global standards, reflecting its commitment to environmental sustainability. Your Company is committed to offer products that meet internationally accepted Green Seal standards.
- Your Company has initiated number of R&T programs towards developing products based on sustainable design philosophy starting from raw material selection stage, to formulation development, to manufacture, application and waste control. In terms of green journey, the Company has adopted GS 11 standard of US Green Building Council as the guiding philosophy which is known to be the highest standard in the field of environment friendly coatings. The entire product portfolio of architectural coatings has been made lead free and RCS (respirable crystalline silica) free to prevent exposure related hazards to human beings during handling, manufacturing and application. Also, the entire product range in the premium basket of products namely Ultima, Ultima Protek, Royale, Royale Shyne, Royale Play, Royale Aspira of your Company has been made compliant to GS 11 standard in terms of the requirements of EHS parameters. Your Company has created internal green logo called "Green Assure" which assures end users of having truly green products.
- Your Company has undertaken an important R&T program to develop true zero Volatile Organic Compounds (VOC) low odour products to improve indoor air quality and ensure healthier living for consumers.

- Recently, the prestigious high end premium interior paint product, Royale Aspira has been approved for certification by US Green Building Council based on extensive audit of formulation and manufacturing process.
- Water based paints are developed using water as a benign solvent as opposed to organic solvents thereby reducing dependence on petroleum resources. The resulting paints are non-flammable, odourless, and low polluting. Water is used as a thinner during its application and also for cleaning application equipment, thus further eliminating VOC emissions, thereby reducing the risk of fire hazard and associated health hazards. Hence water based paints are much safer to surroundings both during and after application.
- As a part of your Company's Sustainability Agenda, your Company has started measuring carbon footprint index (kg of CO₂ equivalent per litre of finished product) of all water based architectural products and taking initiatives to replace raw materials with high carbon footprint index with those having low carbon footprint index, wherever possible.
- Your Company intends to educate customers about the safe use of its products and ensures that all processes, plant, equipment, machinery and material provided at plants are safe to the people as well as environment. Product Information Sheets for all the major products are available on Company's website. It contains the information pertaining to product features, process of application, technical details, safety precautions etc. The information can be accessed through the following link:
https://www.asianpaints.com/pro/product_listing.aspx
- In order to source power in eco-friendly and sustainable manner, your Company has installed solar power panels on rooftops of some of its manufacturing facilities. The power sourced from these panels is being utilized in manufacturing and other activities like water heating, lighting etc. Further, stringent targets for the specific power consumption are set and are closely monitored by the manufacturing hierarchy.
- The details of consumption of water and power for manufacture of decorative paints and chemicals are as follows:

Category	2014-15	2013-14
Consumption of fresh water (KL)		
Per KL of paint manufactured	1.07	1.32
Per MT of Chemical manufactured	27.50	26.60
Consumption of electricity (KWH)		
Per KL of paint manufactured	105.81	115.95
Per MT of Chemical manufactured	1314.85	1291.88

- Your Company's products do not have any significant impact on energy during usage by the consumer.
- Your Company believes that behaviours and practices throughout the value chain should contribute to sustainability. As such your Company prefers to enter into long term commitments with those suppliers who fulfill their responsibility towards society as well as environment. Your Company takes initiatives to improve awareness about legal compliances, to enhance eco-friendly efficiencies and packaging/logistics improvements at the suppliers end. Supplier and transporter meets are held on a periodical basis where your Company engages and encourages them to undertake sustainable practices across supply chain.
- Your Company has strategically designed its distribution network in order to serve its dealers in the least possible time and minimize transportation cost. This has resulted in better warehouse and inventory management. Further, your Company drives its distribution plan using an ERP (Enterprise Resource Planning) system to optimize freight cost. Your Company sources majority of its transport requirements from local vendors at all locations. These initiatives on one hand benefits your Company in terms of time and cost of transportation and on the other support environment through reduction in fuel consumption and resultant carbon emission.
- Measures for Waste Minimization are undertaken by the Company in all its factories. Your Company is committed to adopt best-in-class practices to reduce wastage during conversion of raw materials to finished goods. These measures are reviewed by the General Works Manager of the respective factory/manufacturing facility at a monthly interval and also by the Vice President of the Supply Chain function on six-monthly basis. Waste generated during the production operations is disposed/recycled in compliance with the applicable environmental laws. Maximum efforts are made to reduce the quantum of waste-water generated during cleaning operations in the factories. The trade effluent generated is treated in compliance with the applicable environmental laws and the treated water is recycled back into the production processes or discharged for landscaping/gardening/horticulture-development purposes. All plants of your Company are located within State Industrial Development Corporation areas.
- Your Company has begun procuring papers that contain 100% recycled content. With this change, your Company estimates that about 100 trees will be saved from being cut every year. Your Company also uses recycled cardboard cartons (secondary packaging) to pack small sized paint-containers. The jumbo packaging used for transfer of

certain powder raw material by suppliers is reused for a minimum of three times.

Principle 3

Businesses should promote the well-being of all employees

- Our employees are our strength. Your Company supports a policy of empowerment and nurturing. We have built an eco-system of fair policies and benefits which allows talent to foster and let the excellence become a way of life.
- Your Company has a total number of 5,897 permanent employees in India (including permanent women employees). Details of women employees and contracted work force in India are listed below:

Sr. No.	Category of Employees	Number of Employees
1.	Contracted Work force	9,345
2.	Temporary Work force	254

Number of permanent women employees	272
Number of permanent employees with disabilities	2

- There are recognized trade unions at the Company's manufacturing locations and certain sales units are affiliated to various trade union bodies. Approximately 28% of permanent employees are members of recognized employee unions.
- Your Company's policy prohibits engaging of any child labour or involuntary labour. Thus, there are no complaints relating to child labour, forced labour and involuntary labour.
- The policies and practices related to or in any way affecting the human resource have been designed to ensure dignity and well-being of people engaged within our business as well as our value chain.
- The health and safety of the employees of your Company is of paramount importance. Your Company has a Policy on Occupational Health and Safety, to comply with all applicable health and safety statutory regulations and ensure zero accidents, zero dangerous occurrences and zero notifiable diseases. It is governed by an apex body "Safety Council" and by plant level and department level Safety Committees. Your Company is equipped with dedicated and specially trained professionals responsible for managing safety aspects along with line management at plants. Your Company provides regular training to all employees at plants to safeguard them from any injuries and accidents. The safety training workshops which are conducted regularly for employees and workmen are also extended to applicators.

- Your Company has a policy for the prevention of sexual harassment which has been implemented at unit level. It ensures prevention and deterrence towards the commissioning of acts of sexual harassment and communicates procedures for their resolution and settlement. A Committee has been constituted in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at unit level. During the year the Company received 2 complaints on sexual harassment and took necessary steps to resolve and close them in accordance with applicable laws and guidelines.
- Your Company provides welfare facilities like subsidized food, rest rooms, medical check-up and medical facilities to all its employees including contract employees working at plants. Your Company provides Mediclaim facility under the Group Mediclaim Policy to its employees including employees at the manufacturing locations (based on settlement agreements signed by the Company).
- At Asian Paints, the Diversity and Inclusion journey was taken up in the month of March, 2014. A women's network called 'Swara' was inaugurated, to provide a platform to women to voice their opinions on gaps in the systems, structures and processes. Your Company began 'Diversity & Inclusion' as an area of focus in the previous years. A benchmarking study was conducted with over 20 industry peers in order to review best practices that could be replicated in the Company. Your Company also conducted a diagnostic exercise with a consultant to facilitate discussion with the senior management towards a shared understanding of a path forward.
- The other employee welfare oriented initiatives taken up during the year 2014-15 were implementation of Sabbatical policy, Child Care Support Policy, revision of employee safety guidelines, inauguration of a creche facility at the Company's Research & Technology Centre at Turbhe and organizing workshops on the subject of prevention of sexual harassment at workplace etc.
- Percentage of employees who were given safety & skill up-gradation training in the last year are:

I	Permanent Employees	74%
II	Permanent Women Employees	64%
III	Casual/Temporary/Contractual Employees at plants	100%
IV	Employees with Disabilities	100%

Principle 4

Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

- Identifying the stakeholders and engaging with them through multiple channels in order to hear what they have to say about our products and services are essential parts of our sustainability plan. Your Company gives significant importance to the interests of those stakeholders who are disadvantaged, vulnerable and marginalised through various interactive sessions and welfare programmes. Various initiatives including generation of employment for the local communities around its manufacturing units by giving preference to employment of local people, enhancing awareness of people towards the importance of water conservation and knowledge of water resources have been undertaken by your Company.
- Fair treatment and safeguarding the interests of the contract workforce is important for your Company. Contract labour is deployed at the manufacturing facilities and in other functions, in various non-core activities like housekeeping, canteen operations, warehouse operations and others. Each unit maintains suitable checks and balances to ensure that wage payments, statutory contributions, and other such obligations are met by the contractors.
- Your Company sources manpower for activities like construction, maintenance etc. in its existing as well as upcoming plants from local areas. At certain locations, community development is also done by way of providing basic educational facilities and skill-sets for maintenance of livelihood to local population. The details of initiatives taken by the Company in the area of community development have been provided in the Corporate Social Responsibility section of the Annual Report.
- CSR initiatives taken during the year were focused on child education through provision of better quality infrastructure, skill building programmes for teachers and improving the overall development of children of the communities around the Company's manufacturing facilities.
- Safety training programs which are conducted for employees and workmen are also extended to contractual employees. The Company has taken significant steps towards imparting training and skill building for painters and contractors.

Principle 5

Businesses should respect and promote human rights

- The principles of human rights as enshrined in the Universal Declaration of Human Rights of the United Nations form part of our Code of Conduct. According to International

conventions, the term 'human rights' covers a host of aspects including non-discrimination, gender equality, freedom of association, collective bargaining, avoidance of child and forced labour among others. Your Company is compliant to national regulations pertaining to human rights. Several workshops explaining the principles enshrined in the Code of Conduct of your Company were organized for its employees. The Code of Conduct of your Company also applies to the employees of the subsidiary companies.

- No stakeholders' complaints have been received in the last financial year.

Principle 6

Business should respect, protect and make efforts to restore the environment

- Asian Paints has a high level of sensitivity towards the environment. As a minimum, your Company adheres to all statutory environmental requirements and regularly strives for further improvement. This ethos is enshrined in your Company's EHS Policy which is also displayed and implemented at the manufacturing locations.
- The EHS Policy (signed by the MD & CEO) is available on the Company's website and can be accessed at <https://www.asianpaints.com/pro/EHSPolicy.aspx>
- Our EHS Policy covers all employees including contract labour and service providers. The emissions/waste generated by your Company is within the permissible limits given by Central or State Pollution Control Bodies (CPCB/ SPCB) for the financial year being reported. There are no show cause/legal notices from CPCB/SPCB which are pending as at the end of financial year.
- The paint manufacturing facilities have established ISO systems (ISO 9001 and ISO 14001). As part of the ISO 14001 Environment Management system, every factory monitors the state of the environment inside the factory.
- Further, every manufacturing facility conducts Aspect Impact study of various activities and identifies controllable/uncontrollable and normal/abnormal/emergency scenarios of the operations. Any deviations from laid down policies and procedures are tracked and reviewed by effective procedures of Corrective Action and Preventive Action (CAPA).
- Your Company has setup systems and processes whereby Environment Management Review meetings are conducted every six months which are chaired by the Vice President-Supply Chain and attended by General Works Managers

of all the manufacturing facilities. The discussions in the meetings are centered on the topics of natural resource conservation, effluent reduction, water conservation, air emissions, waste generation and disposal. The representatives of each manufacturing facility present the status of the environmental targets and management plans for their respective facilities.

- Over the last two decades, your Company's efforts on conservation of water, energy and water resources has yielded positive results. At the six decorative paint manufacturing facilities of your Company, an environmental strategy has been adopted covering other key elements. As part of Project 'NEW', eight theme areas have been identified for action over next 3-10 years which include water neutrality, reduction in specific non-process water consumption, reduction in specific industrial effluent generation, reduction in electricity consumption, increase in energy from renewable sources, reduction in specific hazardous waste generation, reduction in paper usage etc.
- Your company is focused on operationalizing all aspects mentioned in the EHS Policy. Multiple cross-departmental and cross-factory teams have worked on different initiatives in this regards. A brief on some of those aspects is given below:
 - The team working in the area of reduction in 'water consumed for non-paint production' is evaluating different strategies by engaging with technology-providers and tweaking some of the process-parameters. Also interacting with local bodies to implement rain water harvesting & recharging structures, has enabled your Company to move on the road of becoming Water Neutral over the next few years.
 - Similar teams have worked on reducing the quantum of trade effluent generation achieving significant success. The manufacturing facilities have proactively worked towards installation of Reverse-Osmosis-Plants along with Multi-Effect-Evaporator-Plants to enable capability to recycle the entire treated-industrial-effluent for paint-production.

In line with your Company's commitment to progressively explore and adopt new technologies, the waste-management teams have engaged with different technology-providers. Your Company has implemented environment-friendly options for hazardous waste disposal; started sending hazardous waste from two of its paint manufacturing facilities to nearby cement kilns, for co-processing. Co-processing uses hazardous waste as AFR (Alternate

Fuel and Refuse) material; which for the Company, would lead to better energy savings and lower hazardous waste generation on account of reduced ash from incineration.

- Reduction in emission of VOC in the manufacturing blocks in factories is a new area of work that your Company has taken up. This is with a view to further reduce exposure of employees to VOCs and also its effects on the environment.
- Your Company is exploring various alternatives to improve the contribution of renewable energy in our total energy consumption. A roof-top solar power plant has been commissioned at the Sriperumbudur factory during the financial year 2014-15. Furthermore, the Company has also initiated installation of solar power plants at the Khandala, Rohtak and Kasna manufacturing facilities respectively. Commissioning of these projects is expected to be completed during the first half of the financial year 2015-16.
- Details of the measures taken to conserve energy forms part of Board's Report in the Annual Report.
- Your Company has continuously invested in Research & Technology and has a dedicated team of scientists at the R&T Centre at Turbhe near Mumbai. In keeping with the trends world over, environment sustainability, renewability and freedom from toxicity are considered as the central tenets of the new formulation design philosophy for decorative products. It supports your Company's strategy around technology development, development of substantially new products, productivity improvement and cost reduction. In order to protect environmental emission during application, most of the protective coating products have been made high solid or solvent free.

Principle 7

Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner

- Your Company's Code of Conduct lays down that full, fair, accurate, timely and understandable information should be shared with the regulatory bodies. Further, the Communication Policy provides that only authorized and appropriate officials can interact with public officials. Any contact between the Company, its representatives and public officials is required to be done with prior internal approvals.
- Your Company engages with public and regulatory authority in a responsible manner and all such engagements are

through recognized industry bodies and associations. As on 31st March, 2015, your Company is a member of the following trade associations:

- a) Confederation of Indian Industry (CII)
- b) Federation of Indian Chambers of Commerce and Industry (FICCI)
- c) Bombay Chamber of Commerce & Industry
- d) The Indian Paint Association (IPA)
- Your Company's scientists participate actively in meetings with statutory agencies like Bureau of Indian Standards, Chemical Division Council and help in evolving new standards for finished products and raw materials for human safety and environmental protection.

Principle 8

Businesses should support inclusive growth and equitable development

- Your Company subscribes to Corporate Social Responsibility and seeks to be a responsible organization by engaging in strategic community development interventions that are aimed at enhancing skills and developing social infrastructure to uplift communities and improve their quality of life.
- An amount of ₹ 19.01 crores was spent towards various CSR projects during the financial year 2014-15 and people of more than 50 villages in the states of Uttar Pradesh, Haryana, Gujarat, Andhra Pradesh, Maharashtra and Tamil Nadu were benefitted.
- The details of the CSR initiatives undertaken by your Company are set out in the Corporate Social Responsibility section of this Annual Report.

Principle 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner

- Your Company has a Customer Centricity department which carries out consumer survey/consumer satisfaction trends regularly to understand levels of customer satisfaction with products and services provided by your Company.
- A plethora of channels and forums have been put in place to support the specific needs of our customers ranging

from consultancy to feedback on our products and services. Foremost among these are the 'Online Colour Labs' within which we engage with our customers in order to craft new products and services. Over and above this, we have online presence through Facebook, Twitter, YouTube, Google+, Instagram and Pinterest. Lastly, our toll free number and customer care address also allows customer who lack online accessibility to interact with us.

- Your Company has created a complaints platform called 'Your Voice' on its website which allows any potential customer to view complaints raised by other customers pertaining to our products and services. 'Your Voice' as it is referred to, seeks to demonstrate the transparency and responsibility with which we manage complaints. Be it the Toll Free Number 18002095678 or the website www.asianpaints.com, all the channels ensure that a potential customer, with an access to the phone/internet, is able to engage/receive/share whatever information he/she desires with respect to the Company's products and services.
- For receiving and resolving customer complaints there are systems in place to record and manage complaints. Customers may register their grievances over the dedicated helpline (which operates in six regional languages) or on the website or they can write a post to the Customer Care Postal Address. Each complaint registered is brought to final point of closure with active engagement from the Territory Sales Officer who are equipped with adequate technical knowledge about the products. They are assisted on site by Customer Service Officers. The defined level of service commitment for the Company is the closure of a complaint in three days in main cities and five days in uptown locations. As on 31st March, 2015 there are no customer complaints pending for closure.
- 42 consumers related legal cases were pending as at the end of the financial year.
- The products of your Company display all information which is mandated by law including the directions for use. Product information is available in the Product Information Sheet that is available with the dealers of the Company and on the website of the Company.
- There are no cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years.

Standalone Financial Statements

Independent Auditors' Report

To the Members of Asian Paints Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Asian Paints Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the said Order.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 (a) and 40 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B S R & Co. LLP
 Chartered Accountants
 Firm's Registration No.: 101248W/W-100022

Bhavesh Dhupelia
 Partner
 Membership No: 042070
 Mumbai
 18th May, 2015

Annexure I to the Independent Auditors' Report

(Referred to in our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner, over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed upon such verification.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with the third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with the third parties at the year end, written confirmations have been obtained.
- (b) The procedures for the physical verification of inventory followed by management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to or from companies, firms or other parties covered in the register required to be maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public in accordance with the provisions of Sections 73 to 76 of the Act and rules framed thereunder.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148 (1) of the Act and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, dues that have not been deposited by the Company on account of disputes are mentioned in Annexure II to the report.
- (d) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to its financial institution and bankers. The Company did not have any outstanding debentures during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

Annexure II to the Independent Auditors' Report

(Referred to in our report of even date)

Name of the Statute	Nature of dues	Financial Year	Amount under dispute in (₹ in Crores)	Amount paid under protest (₹ in Crores)	Forum where dispute is pending
Sales Tax	Assessment Dues	F.Y. 1994-95 to 1999-00, F.Y. 2000-01 to 2014-15	31.30	9.69	First Appellate level
		F.Y. 2008-09	0.31	-	Second Appellate level
		F.Y. 1991-92, F.Y. 1993-94, F.Y. 1996-97 to 1998-00, F.Y. 2000-01 to 2011-12	13.94	5.49	Tribunal
		F.Y. 1993-94, F.Y. 1997-98, F.Y. 2000-01 to 2005-06, F.Y. 2007-08	1.15	0.52	High court
		F.Y. 1992-93, F.Y. 1993-94, F.Y. 2001-02 to 2008-09.	2.48	1.46	Supreme Court
		Total (A)	49.18	17.16	
Central Excise Act 1944	Dispute relating to Excise duty	F.Y. 1981-83, F.Y. 1994-98 and F.Y. 2004-05	1.47	Nil	Adjudicating authority
		F.Y. 1992-93 to F.Y. 1997-98, F.Y. 2000-01, F.Y. 2003-04 to F.Y. 2007-08, F.Y. 2012-13 and F.Y. 2014-15	1.46	0.04	First Appellate
		F.Y. 1992-93 to F.Y. 2011-12 and F.Y. 2013-14	6.00	1.74	Second Appellate level
		F.Y. 1969-73, F.Y. 1998-99 to 1999-00	0.09	Nil	High Court
		Total (B)	9.02	1.78	
Income Tax	IT matters under dispute	A.Y. 2007-08	1.13	Nil	Assessing officer
		A.Y. 2010-11 and A.Y. 2011-12	49.98	12.64	First Appellate
		A.Y. 2006-07 and A.Y. 2009-10	1.03	1.03	Tribunal
	Total (C)		52.14	13.67	
	Grand Total (A)+(B)+(C)		110.34	32.61	

For B S R & Co. LLP
 Chartered Accountants
 Firm's Registration No.: 101248W/W-100022

Bhavesh Dhupelia
 Partner
 Membership No: 042070
 Mumbai
 18th May, 2015

Balance Sheet

as at 31st March, 2015

(₹ in Crores)

	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	95.92	95.92
Reserves and Surplus	3	4,134.34	3,505.01
		4,230.26	3,600.93
NON CURRENT LIABILITIES			
Long Term Borrowings	4	32.09	39.51
Deferred Tax Liabilities (Net)	5	167.78	177.07
Other Long Term Liabilities	6	-	0.12
Long Term Provisions	7	85.25	67.12
		285.12	283.82
CURRENT LIABILITIES			
Trade Payables	8	1,313.08	1,498.84
Other Current Liabilities	9	832.71	785.68
Short Term Provisions	7	612.03	550.60
		2,757.82	2,835.12
TOTAL		7,273.20	6,719.87
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	10 A	1,886.42	1,973.21
Intangible Assets	10 B	79.07	38.99
Capital work-in-progress		139.54	37.95
		2,105.03	2,050.15
Non-current Investments	11	775.72	727.19
Long Term Loans and Advances	12	209.54	94.64
Other Non Current Assets	17	13.64	6.60
CURRENT ASSETS			
Current Investments	13	1,118.06	943.96
Inventories	14	1,802.18	1,665.05
Trade Receivables	15	728.87	712.36
Cash and Bank balances	16	61.81	104.12
Short Term Loans and Advances	12	205.43	239.70
Other Current Assets	17	252.92	176.10
		4,169.27	3,841.29
TOTAL		7,273.20	6,719.87
Notes are an integral part of the financial statements			

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
CIN: L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Ashwin Choksi

Chairman
DIN: 00009095

K.B.S. Anand

Managing Director
& CEO
DIN: 03518282

Bhavesh Dhupelia

Partner
Membership No: 042070

Dipankar Basu

Chairman of Audit Committee
DIN: 00009653

Jayesh Merchant

CFO & Company Secretary,
President - Industrial JVs

Mumbai

18th May, 2015

Mumbai

18th May, 2015

Statement of Profit and Loss

for the year ended 31st March, 2015

	Notes	Year 2014-15	Year 2013-14
INCOME			
Revenue from sale of goods and services (Net of discounts)	18A	12,878.80	11,542.02
Less: Excise duty		1,393.13	1,241.80
Revenue from sale of goods and services (Net of discounts and excise duty)		11,485.67	10,300.22
Other Operating Revenue	18B	163.16	118.56
Other Income	19	186.82	173.66
TOTAL REVENUE (I)		11,835.65	10,592.44
EXPENSES			
Cost of Materials Consumed	20A	6,191.72	5,758.71
Purchases of Stock-in-Trade	20B	380.56	256.58
Changes in inventories of finished goods, work-in-progress and stock-in-trade	20C	(132.43)	(75.34)
Employee Benefits Expense	21	606.94	482.43
Other Expenses	22	2,591.52	2,219.13
TOTAL (II)		9,638.31	8,641.51
EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA) (I) - (II)		2,197.34	1,950.93
Depreciation and Amortisation Expense	10	223.11	212.32
Finance Costs	23	27.13	26.08
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		1,947.10	1,712.53
Exceptional Items	51	13.53	9.96
PROFIT BEFORE TAX		1,933.57	1,702.57
Less : Tax Expense			
Current Tax		616.42	498.63
(Excess)/Short tax provision for earlier years		(0.96)	1.14
Deferred Tax (benefit)/expense	5	(9.29)	33.74
Total Tax Expenses		606.17	533.51
PROFIT AFTER TAX		1,327.40	1,169.06
Earnings per equity share (₹) Basic and diluted (Face value of ₹ 1 each)	46	13.84	12.19
Notes are an integral part of the financial statements			

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
 CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants
 Firm's Registration No.: 101248W/W-100022

Ashwin Choksi

Chairman
 DIN: 00009095

K.B.S. Anand

Managing Director
 & CEO
 DIN: 03518282

Bhavesh Dhupelia

Partner
 Membership No: 042070

Dipankar Basu

Chairman of Audit Committee
 DIN: 00009653

Jayesh Merchant

CFO & Company Secretary,
 President - Industrial JVs

Mumbai

18th May, 2015

Mumbai

18th May, 2015

Cash Flow Statement

for the year ended 31st March, 2015

(₹ in Crores)

	Year 2014-15	Year 2013-14
(A) Cash Flow From Operating Activities		
Profit before prior period item, tax and after exceptional item	1,933.57	1,702.57
Adjustments for :		
Depreciation, Amortisation & Exceptional Item	225.52	222.28
Interest income	(5.19)	(4.50)
Dividend income	(71.27)	(90.55)
Finance costs	27.13	26.08
Provision/(Reversal of provision) for doubtful debts and advances	1.59	(0.54)
Bad debts written off	1.09	1.08
Net unrealised foreign exchange loss/(gain)	8.27	(2.86)
Profit on sale of long term investments (net)	(27.54)	(9.59)
Profit on sale of short term investments (net)	(2.07)	(1.18)
Profit on sale of assets (net)	(0.33)	(3.98)
Reversal of provision for diminution in value of long term investments	(14.04)	-
Operating Profit before working capital changes	2,076.73	1,838.81
Adjustments for :		
(Increase) in trade receivables*	(8.66)	(79.27)
(Increase) in other receivables*	(82.56)	(77.61)
Decrease/(Increase) in loans and advances	32.28	(37.15)
(Increase) in inventories*	(130.79)	(184.26)
(Decrease)/Increase in trade and other payables*	(165.92)	358.85
Increase/(decrease) in provisions	11.64	(4.41)
Cash generated from Operating activities	1,732.72	1,814.96
Income Tax paid (net of refund)	(589.15)	(444.07)
Net Cash generated from operating activities	1,143.57	1,370.89
* After adjustments pursuant to acquisition of net current assets which are classified as investing activities.		
(B) Cash Flow from Investing Activities		
Purchase of Fixed Assets	(336.28)	(163.01)
Sale of Fixed Assets	1.49	4.80
Loans to subsidiaries	(0.28)	(0.14)
Repayment of loan from subsidiaries	0.40	-
Purchase of front end sales business from Ess Ess Bathroom products Pvt. Ltd. (Refer Note 47)	(36.48)	-
Purchase of long term investments - Subsidiaries	(0.50)	(119.48)
Purchase of long term investments - Joint Ventures	-	(32.00)
Purchase of long term investments - others	(242.00)	(864.61)
Purchase of short term investments - others	(87.00)	-
Sale of long term investments	330.53	460.19
Proceeds from sale of short term investments (net)	2.07	1.18
Interest received	4.55	4.79
Dividend received from subsidiaries	2.41	27.78
Dividend received from others	68.86	62.77
Net Cash used in investing activities	(292.23)	(617.73)

	(₹ in Crores)	
	Year 2014-15	Year 2013-14
(C) Cash Flow from Financing Activities		
Proceeds from long term borrowings	0.06	1.42
Repayment of long term borrowings	(8.17)	(7.84)
Proceeds from short term borrowings *	19.92	-
Repayment of short term borrowings #	(39.84)	-
Finance costs paid	(26.69)	(24.98)
Dividend and Dividend tax paid	(671.83)	(528.25)
Net Cash used in financing activities	(726.55)	(559.65)
# Includes repayment of borrowings taken over pursuant to acquisition (Refer Note 47).		
* After adjustment pursuant to acquisition of short term loan which is classified as investing activity (Refer Note 47).		
(D) Net Increase/(Decrease) in cash and cash equivalents		
Add: Cash and cash equivalents as at 1 st April	124.79	193.51
Cash and cash equivalents as at 31 st March	745.08	551.57
	869.87	745.08

Notes:

(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS-3) on Cash Flow Statement.

	(₹ in Crores)	
	As at 31.03.2015	As at 31.03.2014
(b) Cash and Cash equivalents comprises of		
Cash on hand	0.05	0.10
Balances with Bank:		
- Current Accounts	22.58	49.10
- Cash Credit Account	1.60	0.07
- Deposit with bank with maturity less than 3 months	0.01	34.38
Cheques on hand	30.40	14.42
Unpaid dividend and Fractional Bonus account *	7.17	6.05
Cash and cash equivalents (Refer Note 16)	61.81	104.12
Add: Investment in liquid mutual funds [Refer Note 13B (1)]	808.06	640.96
Cash and cash equivalents in Cash Flow Statement	869.87	745.08

* The Company can utilise these balances only towards settlement of unclaimed dividend and fractional bonus.

(c) Previous year's figures have been regrouped, wherever necessary.

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
 CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants
 Firm's Registration No.: 101248W/W-100022

Ashwin Choksi

Chairman
 DIN: 00009095

K.B.S. Anand

Managing Director
 & CEO
 DIN: 03518282

Bhavesh Dhupelia

Partner
 Membership No: 042070

Dipankar Basu

Chairman of Audit Committee
 DIN: 00009653

Jayesh Merchant

CFO & Company Secretary,
 President - Industrial JVs

Mumbai

18th May, 2015

Mumbai

18th May, 2015

Notes to Financial Statements

Company Background

Asian Paints Limited (the 'Company') is a public limited company incorporated under the Indian Companies Act, 1913. The Company is engaged in the business of manufacturing, selling and distribution of paints, coatings, products related to home décor, bath fittings and providing related services.

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

1.1. Basis of preparation of financial statements

(a) Basis of Accounting:

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013, ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 1956, to the extent applicable.

(b) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

(c) Current/Non Current Classification:

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. it is expected to be realized or settled or is intended for sale or consumption in the Company's normal operating cycle;
- ii. it is expected to be realized or settled within twelve months from the reporting date;
- iii. in the case of an asset,
 - it is held primarily for the purpose of being traded; or
 - it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;

- iv. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

1.2. Tangible and Intangible Assets

(a) Tangible Fixed Assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation/ accumulated impairment. The cost of fixed assets comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Expenses directly attributable to new manufacturing facility during its construction period are capitalized. Know-how related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant tangible asset heads. Profit or Loss on disposal of tangible assets is recognised in the Statement of Profit and Loss.

Tangible Fixed assets held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately under 'Other Current Assets'. Any expected loss is recognized immediately in the Statement of Profit and Loss.

(b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any. Profit or Loss on disposal of intangible assets is recognised in the Statement of Profit and Loss.

(c) Capital Work in Progress & Capital Advances

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long Term Loans & Advances.

Notes to Financial Statements

(d) Depreciation and Amortisation

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

The estimated useful life of Tangible Fixed Assets is mentioned below:

	Years
Factory Buildings	30
Buildings (other than factory buildings)	60
Plant and Equipment (including continuous process plants)	10-20
Furniture and Fixtures	8
Office Equipment and Vehicles	5
Information Technology Hardware	4
Scientific research equipment	8

Depreciation on tinting systems leased to dealers, is provided under Straight Line Method over the estimated useful life of nine years as per technical evaluation.

Leasehold land and Leasehold improvements are amortized over the primary period of lease.

Intangible Assets are amortised on a Straight Line basis over the estimated useful economic life. Purchase cost, user license fees and consultancy fees for major software are amortized over a period of four years. Acquired Trademark is amortised over a period of five years. Acquired Goodwill is amortised over a period of ten years.

Estimated useful life of each acquired Brand is assessed separately for the purpose of amortisation. Brand acquired pursuant to acquisition of bath fittings business is amortised over a period of two years.

(e) Impairment

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's

recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

1.3. Revenue Recognition

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of sales tax/VAT and is net of returns and discounts. Sales are stated gross of excise duty as well as net of excise duty (on goods manufactured and outsourced), excise duty being the amount included in the amount of gross turnover. The excise duty related to the difference between the closing stock and opening stock is recognised separately as part of changes in inventories of finished goods, work-in-progress and stock-in-trade.

Revenue from service is recognized as per the completed service contract method.

Processing income is recognized on accrual basis as per the contractual arrangements.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on the time proportion basis.

1.4. Lease Accounting

Assets taken on operating lease:

Lease rentals on assets taken on operating lease are recognised as expense in the Statement of Profit and Loss on straight line basis.

Notes to Financial Statements

Assets given on operating lease:

The Company has provided tinting systems to dealers on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

1.5. Inventory

- (a) Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Damaged, unserviceable and inert stocks are valued at net realizable value.
- (b) In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.
- (c) Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

1.6. Investments

Investments are classified into current and long-term investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which are expected to be realized within twelve months from Balance Sheet date is also presented under "Current Investments" under "Current portion of long term investments" in consonance with the current / non-current classification of Schedule III of the Act.

Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Long-term investments are stated at cost. A provision for diminution in the value of long-term investments is

made only if such a decline is other than temporary in the opinion of the management. Reversal of such provision for diminution is made when there is a rise in the value of long-term investments, or if the reasons for the decline no longer exist.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognized in the Statement of Profit and Loss.

1.7. Transactions in Foreign Currency

(a) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

(b) Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

(c) Forward exchange contracts:

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period.

1.8. Trade receivables

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful. Discounts due, yet to be quantified at the customer level are included under Other Current Liabilities.

Notes to Financial Statements

1.9. Employee Benefits

A. Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

B. Post-employment benefits:

(a) Defined contribution plans

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans are recognised in the Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans

(i) Provident fund scheme

The Company makes specified monthly contributions towards Employee Provident Fund scheme to a separate trust administered by the Company. The minimum interest payable by the trust to the beneficiaries is being notified by the Government every year. The Company has an obligation to make good the shortfall, if any, between the return on investments of the trust and the notified interest rate.

(ii) Gratuity scheme

The Company operates a defined benefit gratuity plan for employees. The Company contributes to a separate entity (a fund), towards meeting the Gratuity obligation.

(iii) Pension scheme

The Company operates a defined benefit pension plan for certain specified employees and is payable upon the employee satisfying certain conditions, as approved by the Board of Directors.

(iv) Post Retirement Medical benefit plan

The Company operates a defined post retirement medical benefit plan for certain specified employees and payable upon the employee satisfying certain conditions.

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each Balance Sheet date. Past service cost is recognized immediately to the extent that the benefits are already vested, else is amortised on a straight-line basis over the average period until the amended benefits become vested. Actuarial gains and losses in respect of the defined benefit plans are recognized in the Statement of Profit and Loss in the year in which they arise.

The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

The Company presents the above liabilities as current and non-current in the balance sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within the next twelve months.

(c) Other long term employee benefits

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date.

Notes to Financial Statements

The Company presents this liability as current and non-current in the balance sheet as per actuarial valuation by the independent actuary.

1.10. Research and Development

Research and Development expenditure of a revenue nature is expensed out under the respective heads of account in the year in which it is incurred.

Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

1.11. Provision for Taxation

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realisation.

1.12. Provisions and Contingencies

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

1.13. Earnings Per Share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the profit after tax for the year by weighted average number of equity shares outstanding during the year.

1.14. Proposed Dividend

Dividend recommended by the Board of Directors is provided for in the accounts, pending approval at the Annual General Meeting.

1.15. Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

1.16. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

1.17. Government Grants and Subsidies

The Company is entitled to subsidy from government authorities in respect of manufacturing units located in specified regions:

- Grants in the nature of subsidy which are non-refundable are credited to the Statement of Profit and Loss, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of subsidy which are refundable are shown as Liabilities in the Balance Sheet.

1.18. Measurement of EBITDA

The Company has opted to present earnings before interest (finance cost), tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit/(loss) from continuing operations.

1.19. Segment Reporting

Segments are identified having regard to the dominant source and nature of risks and returns and internal organization and management structure. The Company has considered business segments as the primary segments for disclosure. The business segments are 'Paints' and 'Home Improvement'.

The Company does not have any geographical segment.

Notes to Financial Statements

		(₹ in Crores)	
NOTE 2 : SHARE CAPITAL		As at 31.03.2015	As at 31.03.2014
Authorised #			
99,50,00,000 (Previous year 99,50,00,000) Equity Shares of ₹ 1 each		99.50	99.50
50,000 (Previous year 50,000) 11% Redeemable		0.50	0.50
Cumulative Preference shares of ₹ 100 each			
		100.00	100.00
Issued, Subscribed and Paid up capital #			
95,91,97,790 (Previous year 95,91,97,790) Equity Shares of ₹ 1 each fully paid		95.92	95.92
		95.92	95.92

a) Reconciliation of shares outstanding at the beginning and at the end of the year[#]

Equity Shares	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	₹ in Crores	No. of Shares	₹ in Crores
At the beginning of the year	95,91,97,790	95.92	95,91,97,790	95.92
Add: Issued during the year	-	-	-	-
At the end of the year	95,91,97,790	95.92	95,91,97,790	95.92

Pursuant to the approval of the members at the 67th Annual General Meeting of the Company held on 24th June, 2013 to the sub-division of the Equity Shares of the Company, each Equity Share of face value of ₹ 10 each was sub-divided to 10 (ten) Equity Share of ₹ 1 each. The effective date for the said sub-division was 1st August, 2013.

b) Terms/rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. Payment of dividend is also made in foreign currency to shareholders outside India. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

c) Details of Shareholders holding more than 5% equity shares in the Company[@]

Name of Shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of Equity Shares	Percentage holding	No. of Equity Shares	Percentage holding
Equity Shares of ₹ 1 each held by:				
1. Smiti Holding And Trading Company Private Limited	5,40,84,120	5.64	5,40,84,120	5.64
2. ISIS Holding And Trading Company Private Limited	5,28,84,120	5.51	5,28,84,120	5.51
3. Geetanjali Trading And Investments Private Limited	4,92,67,440	5.14	4,92,67,440	5.14
4. Life Insurance Corporation of India	4,68,39,707	4.88	6,15,30,363	6.41

@ As per the records of the Company, including its register of members.

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the event of liquidation of the company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

"The Board of Directors at its meeting held on 17th September, 2014 declared an interim dividend of ₹ 1.80 (Rupee one and paise eighty only) per equity share of ₹ 1 each. A final dividend of ₹ 4.30 (Rupees four and paise thirty only) per equity share has been recommended by the Board of Directors at its meeting held on 18th May, 2015, subject to the approval by the shareholders at the ensuing Annual General Meeting. If approved, the total dividend (interim and final dividend) for the financial year 2014-15 will be ₹ 6.10 per equity share of ₹ 1 each (₹ 5.30 per equity share of ₹ 1 each was paid as total dividend for the previous year). The total dividend appropriation for the year ended 31st March, 2015 amounted to ₹ 698.07 crores including corporate dividend tax of ₹ 112.95 crores. (Previous year ₹ 590.39 crores including corporate dividend tax of ₹ 82.02 crores)."

Notes to Financial Statements

(₹ in Crores)

NOTE 3 : RESERVES AND SURPLUS	As at	As at
	31.03.2015	31.03.2014
(a) Capital Reserve [* ₹ 5,000 (Previous year ₹ 5,000)]	*	*
(b) Capital Redemption Reserve	0.50	0.50
(c) General Reserve		
As per last Balance Sheet	2,504.51	1,925.84
Add : Transfer from surplus in Statement of Profit and Loss	629.33	578.67
	3,133.84	2,504.51
(d) Surplus in Statement of Profit and Loss		
As per last Balance Sheet	1,000.00	1,000.00
Add : Net profit after tax transferred from Statement of Profit and Loss for the year	1,327.40	1,169.06
Amount available for appropriation		
Less: Appropriations		
Dividend on Equity shares:		
- Interim dividend [Amount per share ₹ 1.80 (Previous year ₹ 1.10) per equity share of ₹ 1 each]	172.66	105.51
- Proposed Final Dividend [Amount per share ₹ 4.30 (Previous year ₹ 4.20) per equity share of ₹ 1 each]	412.46	402.86
Income Tax on Dividend (includes income tax on proposed dividend)	112.95	82.02
Transfer to General Reserve	629.33	578.67
Closing balance	1,000.00	1,000.00
	4,134.34	3,505.01

Notes to Financial Statements

(₹ in Crores)

NOTE 4 : LONG TERM BORROWINGS*	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Secured				
Loan taken from National Skill Development Corporation ^	0.06	-	-	-
Deferred payment liabilities:				
Interest free loan from Financial Institution (Sales tax deferment scheme - State of Uttar Pradesh) #	-	3.24	3.24	4.06
Interest free loan - State of Haryana ##	3.41	3.41	-	-
Unsecured				
Deferred payment liability:				
Sales tax deferment scheme - State of Andhra Pradesh ###	28.62	32.86	4.24	4.12
	32.09	39.51	7.48	8.18
Amount included under the head "other current liabilities" (Refer Note 9)	-	-	(7.48)	(8.18)
TOTAL	32.09	39.51	-	-

Notes:

- ^ The Company has partnered with National Skill Development Corporation (NSDC) for undertaking a painter skill development project. Under the arrangement, the Company is granted a financial assistance of ₹ 0.31 crores from NSDC disbursable in five tranches. The assistance is secured by a bank guarantee provided by the Company to NSDC on the outstanding amount. The assistance carries interest @ 6% p.a and is repayable over a period of nine years including a moratorium of three years on the principal amount, starting from the date of first disbursement. During the year, the Company has received ₹ 0.06 crores as per the schedule of disbursement and no amounts are repayable during the next one year.
- # Interest free loan from The Pradeshiya Industrial Corporation of U.P. Limited (PICUP) under Sales Tax Deferment Scheme of Government of Uttar Pradesh is secured by a first charge on the Company's immovable properties of the paint plant at Kasna and by way of hypothecation of all movable properties at the above location. This interest free loan has a deferment period of 10 years and is repayable in 9 yearly installments starting from May, 2007 as per repayment schedule. Out of the total loan of ₹ 30.60 crores, the Company has already repaid ₹ 27.36 crores till 31st March, 2015 and balance amount of ₹ 3.24 crores is repayable in next year upto May, 2015.
- ## The Company is eligible to avail interest free loan in respect of 50% of VAT paid within Haryana on the sale of goods produced at Rohtak plant for a period of 7 financial years beginning from April 2010. For the year ended 31st March, 2011, the Company has already received the interest free loan of ₹ 3.41 crores. This loan is secured by way of a bank guarantee issued by the Company and is repayable after a period of 5 years from the date of receipt of interest free loan. For the year ended 31st March, 2012, 31st March, 2013 and 31st March, 2014, the Company has made the necessary application to the Haryana Government for the issue of eligibility certificate and for the year ended 31st March, 2015, the Company is in the process of making the necessary application.
- ### Sales tax deferment scheme - State of Andhra Pradesh represents sales tax deferment availed under the Sales tax deferment scheme of the Government of Andhra Pradesh. It has a deferment period of 14 years starting from April, 2012 and is repayable over 9 years as per repayment schedule. Out of the total sales tax deferment of ₹ 40.70 crores, the Company has already repaid ₹ 7.84 crores till 31st March, 2015 and balance amount of ₹ 32.86 crores is repayable in next 5 years upto February, 2020.
- * Default in terms of repayment of principal and interest - NIL

Notes to Financial Statements

NOTE 5 : DEFERRED TAX LIABILITIES (NET)

The Company has recognized deferred tax arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard (AS - 22) – Accounting for Taxes on Income.

The major components of deferred tax (liabilities)/assets arising on account of timing differences as at 31st March, 2015 are as follows:

	₹ in Crores	As at 31.03.2015	As at 31.03.2014
Deferred tax liabilities			
Difference between Written Down Value/Capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961.		(207.56)	(198.33)
Expense claimed for tax purpose on payment basis		(10.00)	(9.58)
Total deferred tax liabilities		(217.56)	(207.91)
Deferred tax assets			
Provision for expense allowed for tax purpose on payment basis		39.40	28.43
Provision for doubtful debts and advances		0.75	0.73
Voluntary Retirement Scheme (VRS) expenditure (allowed in Income tax over five years)		8.20	0.27
Capital losses carried forward under Income Tax Act, 1961		1.43	1.41
Total deferred tax assets		49.78	30.84
Net deferred tax (liability)		(167.78)	(177.07)
Net Deferred tax (benefit)/expense for the year		(9.29)	33.74

NOTE 6 : OTHER LONG TERM LIABILITIES	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Retention monies relating to capital expenditure	-	-	16.08	25.52
Trade deposits (from certain customers)	-	0.12	2.37	0.09
	-	0.12	18.45	25.61
Amount included under the head "Other Current Liabilities" (Refer Note 9)	-	-	(18.45)	(25.61)
TOTAL	-	0.12	-	-

NOTE 7 : PROVISIONS	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Provision for Employee Benefits (Refer Note 44)				
Provision for Compensated absences	81.95	63.80	8.25	7.28
Provision for Gratuity	-	-	1.96	-
Provision for Pension	2.09	2.14	0.44	0.43
Provision for Post retirement medical and other benefits	1.21	1.18	0.44	0.12
Other Provisions				
Provision for Excise (Refer Note 40)	-	-	1.23	1.27
Provision for Central Sales Tax/VAT (Refer Note 40)	-	-	17.87	11.85
Proposed Dividend	-	-	412.46	402.86
Provision for Income Tax on Proposed Dividend	-	-	83.97	68.47
Provision for Income Tax (Net)	-	-	85.41	58.32
TOTAL	85.25	67.12	612.03	550.60

Notes to Financial Statements

NOTE 8 : TRADE PAYABLES	(₹ in Crores)	
	As at 31.03.2015	As at 31.03.2014
Trade Payables (including Acceptances) (Refer Note 37 for details of dues to Micro, Small and Medium Enterprises)	1,313.08	1,498.84
	1,313.08	1,498.84

NOTE 9 : OTHER CURRENT LIABILITIES	(₹ in Crores)	
	As at 31.03.2015	As at 31.03.2014
(a) Current maturities of Long Term Borrowings (Refer Note 4)	7.48	8.18
(b) Current portion of Other Long Term Liabilities (Refer Note 6)	18.45	25.61
(c) Investor Education and Protection Fund #		
(i) Unpaid/Unclaimed dividend	7.13	6.01
(ii) Unclaimed amount of sale proceeds of fractional coupons of bonus shares issued in earlier years	0.04	0.04
	7.17	6.05
(d) Other Payables		
Statutory Payables -		
Payable towards Central Sales Tax and VAT	126.34	117.07
Payable towards Excise and Service tax	24.87	26.60
Payable towards TDS under Income tax	13.54	9.51
Payable towards Provident Fund, Profession Tax and ESIC	3.74	3.50
Payable towards capital expenditure	52.68	19.53
Payable towards Services received	158.51	209.06
Payable towards Stores spares and consumables	13.03	16.71
Payable to Employees	110.14	86.00
[including ₹ 2.40 crores due to Managing Director (Previous year ₹ 2.15 crores)]		
Payable to Bank towards unamortised premium on forward exchange contracts	-	0.12
Provision for discounts, sales promotional and other expenses	294.01	257.74
[including ₹ 3.16 crores due to Non-Executive Directors (Previous year ₹ 2.43 crores)]		
Advance received against assets held for disposal	2.75	-
	799.61	745.84
TOTAL	832.71	785.68

There is no amount due and outstanding to be transferred to the Investor Education and Protection Fund (IEPF) as on 31st March, 2015.

Unclaimed Dividend, if any, shall be transferred to IEPF as and when they become due.

Notes to Financial Statements

		Gross Block	Depreciation/Amortisation*	Impairment	(₹ in Crores)
	As at 01.04.14	Additions during the year (Refer Note 47)	As at 31.03.15	As at 01.04.14	As at 31.03.15
		Additions / Deductions / Adjustments ###	As at 01.04.14	Additions / Deductions / Adjustments ###	As at 01.04.14
A. Tangible Assets :					
Land :					
Freehold	92.23	-	2.07	90.16	-
Leasehold	105.53	-	-	105.53	7.48
Buildings	708.70	-	3.42	711.95	-
Plant and Equipment	1,703.95	-	76.46	1,735.72	4.62
Scientific Research :					
Buildings	38.70	-	0.19	38.89	8.96
Equipment	48.33	-	4.43	52.31	2.41#
Furniture and Fixtures	38.52	-	10.41	47.86	(0.04)
Vehicles	2.17	-	0.08	1.45	5.58
Office Equipment	27.39	-	7.59	34.57	-
Leasehold improvements	10.46	-	-	9.42	-
Information Technology	89.81	-	20.82	101.48	-
Hardware					3.34
Assets Given on Lease					1,004.34
Assets given on Operating Lease : Tinting systems	3.32	-	-	3.32	-
Total Tangible Assets (A)	2,869.11	-	123.40	63.17	50.40
B. Intangible Assets :					
Trademark	11.92	-	0.86	12.78	11.92
Computer Software	99.88	-	17.71	117.59	0.01
Goodwill	-		38.58	38.58	15.81
Brand	-		4.28	4.28	3.22
Scientific Research :					3.22
Computer Software	0.18	-	0.02	0.20	1.78
Total Intangible Assets (B)	111.98	42.86	18.59	173.43	20.86
Total (A + B)	2,981.09	42.86	141.99	63.17	50.40
# Refer Note 51B					
*In accordance with Schedule II of the Companies Act, 2013, the Company has reassessed the estimated useful life of certain class of assets through technical evaluation during the year. The reassessed estimated useful life is in line with existing useful life of the assets used by the Company for the purpose of depreciation. This reassessment does not materially impact the financials of the Company.					
## Deductions/adjustments include the following Tangible Assets held for disposal (Refer Note 17):					
					(₹ in Crores)
Tangible Assets	Gross Block (A)	Depreciation/ Amortisation (B)	Impairment (C)	Net (A - B - C)	
Freehold Land	2.07	-	-	2.07	0.85
Plant & Equipment	33.92	26.53	4.60	2.79	40.28
Tinting Systems	2.94	2.23	0.70	0.01	35.36
Total	38.93	28.76	5.30	4.87	2.50

Notes to Financial Statements

NOTE 10 : FIXED ASSETS (Contd.)

		As at 01.04.13	Additions during the year	Gross Block	Depreciation/Amortisation	As at 01.04.13	Additions during the year	Depreciation/Amortisation	As at 01.04.13	Additions during the year #	Depreciations/ Adjustments	As at 31.03.14	As at 31.03.14	As at 31.03.14	Net Block
A. Tangible Assets :															
Land :															
Freehold	92.22	0.01	-	92.23	-	5.11	1.18	-	6.29	-	-	-	-	-	92.23
Leasehold	103.73	1.80	-	105.53	-	22.37	0.13	113.78	-	-	-	-	-	-	99.24
Buildings	698.57	10.47	0.34	708.70	91.54	143.45	6.24	623.62	4.08	5.31	4.63	0.01	4.62	590.30	590.30
Plant and Equipment	1,646.58	64.51	7.14	1,703.95	486.41	38.70	5.91	-	7.20	-	-	-	-	-	1,071.37
Scientific Research :															
Buildings	38.10	0.60	-	48.33	22.72	4.71	-	27.43	0.18	-	-	-	-	-	31.50
Equipment	43.68	4.65	-	38.52	19.37	3.75	1.21	21.91	0.73	0.05	0.11	0.18	20.72	20.72	
Furniture and Fixtures	34.04	5.84	1.36	0.22	2.17	1.02	0.32	0.22	1.12	-	-	0.67	15.94	15.94	
Vehicles	1.92	0.47	0.22	0.53	27.39	9.02	3.95	0.48	12.49	0.19	0.46	0.03	1.05	1.05	
Office Equipment	20.22	7.70	-	10.46	6.44	1.47	-	7.91	-	-	-	0.62	14.28	14.28	
Leasehold improvements	10.05	0.41	-	3.90	89.81	43.19	14.74	3.39	54.54	1.65	0.02	0.41	1.26	1.26	
Information Technology	83.30	10.41													
Hardware															
Assets Given on Lease	4.34	-	1.02	3.32	3.21	0.04	0.75	2.50	1.07	-	0.27	0.80	0.02	0.02	
Assets given on Operating Lease : Tinting systems															
Total Tangible Assets (A)	2,776.75	106.87	14.51	2,869.11	693.94	197.27	12.42	878.79	7.90	10.47	1.26	17.11	1,973.21		
B. Intangible Assets :															
Trademark	11.92	-	-	11.92	11.92	-	-	11.92	-	-	-	-	-	-	-
Computer Software	73.46	26.55	0.13	99.88	46.62	14.26	0.13	60.75	-	0.24	-	0.24	38.89	38.89	
Scientific Research :															
Computer Software	0.18	-	-	0.18	0.04	0.04	-	0.08	-	-	-	-	0.10	0.10	
Total Intangible Assets (B)	85.56	26.55	0.13	111.98	58.58	14.30	0.13	72.75	-	0.24	-	0.24	38.99	38.99	
Total (A + B)	2,862.31	133.42	14.64	2,981.09	752.52	211.57	12.55	951.54	7.90	10.71	1.26	17.35	2,012.20		

Refer Note 51 B

Notes to Financial Statements

(₹ in Crores)

NOTE 11 : NON-CURRENT INVESTMENTS	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
I. Unquoted						
A. Trade Investments:						
Investment in Equity shares						
(a) Patancheru Enviro-tech Limited	12,900	10	0.01	0.01	-	-
(b) SIPCOT Common Utilities Limited	2,830	100	0.03	0.03	-	-
(c) Narmada Clean Tech Limited	4,97,833	10	0.50	0.50	-	-
			0.54	0.54	-	-
B. Other Investments:						
1. Investment in Equity shares						
(i) Subsidiary Companies						
(a) Asian Paints Industrial Coatings Limited	3,04,50,000	10	30.45	30.45	-	-
(b) Asian Paints (International) Limited, Mauritius.	2,39,45,444	US \$ 1	113.07	113.07	-	-
Less: Provision For Diminution			-	(14.04)	-	-
Opening provision			14.04			
Reversal of provision during the year				(14.04)		
(Refer Note 51C)						
			113.07	99.03	-	-
(c) Asian Paints (Nepal) Pvt. Limited, Nepal.	16,27,155	NPR 10	0.12	0.12	-	-
(d) Maxbhumi Developers Limited	4,19,000	10	15.55	0.05	-	-
[11,916 shares allotted during the year for cash and 3,57,084 shares allotted against outstanding loan. (Refer Note 50)]	(50,000)					
(e) Multifacet Infrastructure (India) Limited	50,000	10	0.05	0.05	-	-
(f) Sleek International Private Limited	62,312	10	119.48	119.48	-	-
			278.72	249.18	-	-
(ii) Joint Ventures						
(a) PPG Asian Paints Private Limited	2,85,18,112	10	81.43	81.43	-	-
(b) Asian Paints PPG Private Limited	52,43,961	10	30.47	30.47	-	-
			111.90	111.90	-	-
(iii) Other Entities						
SKH Metals Limited	62,500	10	0.50	0.50	-	-
			391.12	361.58	-	-
2. Investment in Government Securities						
National Savings Certificates, Indira Vikas Patra and Defence Certificates deposited with Government Authorities [₹ 39,500 (Previous year ₹ 39,500)]			*	*	-	-
Total Non-Current Unquoted Investments (I)			391.66	362.12	-	-

Notes to Financial Statements

NOTE 11 : NON-CURRENT INVESTMENTS (Contd.)	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
II. Quoted						
1. Investment in Equity Shares						
Akzo Nobel India Limited	20,10,626	10	41.30	41.30	-	-
Housing Development Finance Corporation Limited	4,65,000	2	0.12	0.12	-	-
Apcotex Industries Limited	6,836	5	0.01	0.01	-	-
			41.43	41.43	-	-
2. Investment in Mutual Funds						
DWS Fixed Maturity Plan Series 53 - Direct Plan - Growth	1,40,00,000	10	-	14.00	14.00	-
BIRLA Sun Life Fixed Term Plan Series KE (412 Days) - Growth Direct	1,00,00,000	10	-	10.00	10.00	-
HDFC Fixed Maturity Plan 453 Days Series 29 Direct Growth	1,00,00,000	10	-	10.00	10.00	-
IDFC Fixed Term Plan Series 66 Direct Plan - Growth	1,00,00,000	10	-	10.00	10.00	-
KOTAK Fixed Maturity Plan Series 133 Direct Growth	1,00,00,000	10	-	10.00	10.00	-
LIC Nomura MF Fixed Maturity Plan Series 77 - 396 Days - Direct Growth Plan - LICL7	1,00,00,000	10	-	10.00	10.00	-
RELIANCE Fixed Horizon Fund XXV - Series 17 - Direct Plan - Growth Plan - WLAG	1,00,00,000	10	-	10.00	10.00	-
RELIANCE Fixed Horizon Fund XXV- Series 16 - Direct Plan - Growth Plan - WKAG	1,00,00,000	10	-	10.00	10.00	-
SUNDARAM Fixed Term Plan EU 446 Days Direct Growth	1,00,00,000	10	-	10.00	10.00	-
AXIS Fixed Term Plan - Series 49 (437) Days - Direct Growth - Z7DG	80,00,000	10	-	8.00	8.00	-
DWS Fixed Maturity Plan Series - 45 - Direct Plan Growth	50,00,000	10	-	5.00	5.00	-
SBI Debt Fund Series A2 - 15 Months Direct Growth	50,00,000	10	-	5.00	5.00	-
RELIGARE Invesco Fixed Maturity Plan Series 22 (15 Months) Direct Plan Growth	50,00,000	10	-	5.00	5.00	-
IDFC Yearly Series Interval Fund Regular Plan Series - II Growth	50,00,000	10	-	5.00	5.00	-
BIRLA Sun Life Interval Income Fund-Annual Plan IX - Growth - Direct	1,50,00,000	10	-	15.00	15.00	-
ICICI Prudential Interval Fund Annual Interval Plan IV - Direct Plan - Growth	33,17,035	15	-	5.00	5.00	-
ICICI Prudential Interval Fund Series VII Annual Interval Plan C - Direct Plan - Cumulative	80,00,000	10	-	8.00	8.00	-
ICICI Prudential Fixed Maturity Plan - Series 73 - 369 Days - Plan T Direct Plan Cumulative	2,00,00,000	10	-	-	20.00	-
KOTAK Fixed Maturity Plan - Series 155 (370 Days) - Direct - Growth	2,00,00,000	10	-	-	20.00	-
RELIANCE Fixed Horizon Fund XXVI - Series 8 - Direct Plan - Growth Plan - XHAG	2,00,00,000	10	-	-	20.00	-
TATA Fixed Maturity Plan - Series 47 - Scheme J - Direct Plan - Growth	1,30,00,000	10	-	-	13.00	-
ICICI Prudential Fixed Maturity Plan Series 66-407 Days Plan C Direct Plan	(2,00,00,000)	10	-	-	-	20.00
(2,00,00,000 units matured during the year)						
LIC Nomura MF Fixed Maturity Plan Series 55 -375 Days	(2,00,00,000)	10	-	-	-	20.00
(2,00,00,000 units matured during the year)						
TATA Fixed Maturity Plan Series 46 Scheme 0	(2,00,00,000)	10	-	-	-	20.00
(2,00,00,000 units matured during the year)						
UTI Fixed Term Income Fund Series XV -IV (368 Days)	(2,00,00,000)	10	-	-	-	20.00
(2,00,00,000 units matured during the year)						
TATA Fixed Maturity Plan Series 46 Scheme A Direct	(1,40,00,000)	10	-	-	-	14.00
(1,40,00,000 units matured during the year)						
SBI Debt Fund Series 366 Days 54 Direct Plan Growth	(1,10,00,000)	10	-	-	-	11.00
(1,10,00,000 units matured during the year)						
ICICI Prudential Fixed Maturity Plan Series 71-367 Days Plan G	(1,00,00,000)	10	-	-	-	10.00
(1,00,00,000 units matured during the year)						

Notes to Financial Statements

(₹ in Crores)

NOTE 11 : NON-CURRENT INVESTMENTS (Contd.)	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
ICICI Prudential Fixed Maturity Plan Series 73-366 Days Plan A (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
IDFC Fixed Term Plan Direct Plan Series 10-Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
JP Morgan Fixed Maturity Plan Series 13 Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
RELIANCE Fixed Horizon Fund - XXIII-Series 2 Direct Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
RELIANCE Fixed Horizon Fund XXV Series 4 Direct Plan Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
SUNDARAM Fixed Term Plan FF 366 Days Direct Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
TATA Fixed Maturity Plan Series 46 Scheme B (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
DWS Fixed Maturity Plan Series 43 Direct Plan Growth (70,00,000 units matured during the year)	(70,00,000)	10	-	-	-	7.00
RELIANCE Yearly Interval Fund Series 8 - Direct Plan Growth (70,00,000 units matured during the year)	(70,00,000)	10	-	-	-	7.00
SUNDARAM Fixed Term Plan FB 369 Days Direct Growth (60,00,000 units matured during the year)	(60,00,000)	10	-	-	-	6.00
TATA Fixed Maturity Plan Series 45 Scheme C- Growth (60,00,000 units matured during the year)	(60,00,000)	10	-	-	-	6.00
BIRLA Sun Life Fixed Term Plan - Series KK (367 Days) (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
BIRLA Sun Life Fixed Term Plan - Series IV (368 days) (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
DSP Blackrock Fixed Maturity Plan - Series 93 12 Months Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
DWS Fixed Maturity Plan Series 50 Direct Plan Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
DWS Fixed Maturity Plan - Series 28 - Direct Plan Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
IDFC Fixed Term Plan Series 52 Direct Plan-Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
IDFC Fixed term Plan Series 9 Direct Plan-Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
JP Morgan India Fixed Maturity Plan Series 32 D Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
JP Morgan India Fixed Maturity Plan Series 15 Direct (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 101 Direct - Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 128 Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 143 Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 144 Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
LIC Nomura MF Interval Fund Direct Series 1 Annual (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
RELIANCE Fixed Horizon Fund XXV Series 8 Direct Plan Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00

Notes to Financial Statements

NOTE 11 : NON-CURRENT INVESTMENTS (Contd.)	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
RELIGARE Invesco Fixed Maturity Plan-Series 22-Plan A 368 Days - Direct (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
SUNDARAM Fixed Term Plan DI 375 Days Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
BIRLA Sun Life Fixed Term Plan Series JE (368 Days) (40,00,000 units matured during the year)	(40,00,000)	10	-	-	-	4.00
KOTAK Fixed Maturity Plan Series 129 Direct Growth (30,00,000 units matured during the year)	(30,00,000)	10	-	-	-	3.00
RELIANCE Fixed Horizon Fund XXIV - Series 25 - Direct Plan - Growth Plan - 9UAG	2,00,00,000	10	20.00	20.00	-	-
SBI Debt Fund Series 45 DP Growth	50,00,000	10	5.00	5.00	-	-
BIRLA Sunlife Fixed Term Plan-Series JA (1098 Days) - Growth Direct	2,00,00,000	10	20.00	20.00	-	-
UTI Fixed Term Income Fund Series XVII - Direct Growth Plan	2,00,00,000	10	20.00	20.00	-	-
IDFC Fixed Term Plan Series 49 Direct Plan - Growth	1,10,00,000	10	11.00	11.00	-	-
RELIGARE Invesco Fixed Maturity Plan Series XXI Plan E Direct Plan - Growth	2,10,00,000	10	21.00	21.00	-	-
HDFC FMP December 2013 (2) Series -29 Direct Growth	80,00,000	10	8.00	8.00	-	-
SBI Debt Fund Series 49 DP Growth	3,10,00,000	10	31.00	31.00	-	-
ICICI Prudential Fixed Maturity Plan Series Plan B Direct Plan Cumulative	1,00,00,000	10	10.00	10.00	-	-
RELIANCE Fixed Horizon Fund XXV - Series 4 - Direct Plan - Growth Plan - 9YAG	1,00,00,000	10	10.00	-	-	-
TATA Fixed Maturity Plan Series 45 Scheme C- Direct Plan - Growth	60,00,000	10	6.00	-	-	-
RELIGARE Invesco Fixed Maturity Plan - Series XXV Plan A (1098 Days) - Direct Plan Growth	2,00,00,000	10	20.00	-	-	-
RELIANCE Fixed Horizon Fund XXVIII - Series 4 - Direct Plan - Growth Plan - ZSAG	80,00,000	10	8.00	-	-	-
ICICI Prudential Fixed Maturity Plan - Series 76 - 1103 Days - Plan F Direct Plan Cumulative	2,00,00,000	10	20.00	-	-	-
SUNDARAM Fixed Term Plan - Plan GU (1120 Days) - Direct - Growth	2,00,00,000	10	20.00	-	-	-
ICICI Prudential Fixed Maturity Plan - Series 76 - 1100 Days - Plan G - Direct Plan Cumulative	1,00,00,000	10	10.00	-	-	-
KOTAK Fixed Maturity Plan - Series 171 (1099 Days) - Direct - Growth	1,00,00,000	10	10.00	-	-	-
RELIANCE Fixed Horizon Fund XXVIII - Series 7 - Direct Plan - Growth Plan - ZVAG	1,50,00,000	10	15.00	-	-	-
HDFC FMP - 1157D - February 2015 (1) - Direct Growth - Series 33	1,00,00,000	10	10.00	-	-	-
RELIGARE Invesco Fixed Maturity Plan - Series XXV - Plan D (1141 Days) - Direct Plan Growth	1,00,00,000	10	10.00	-	-	-
DWS Fixed Maturity Plan - Series 85 - Direct Plan - Growth	50,00,000	10	5.00	-	-	-
DWS Fixed Maturity Plan - Series 87 - Direct Plan - Growth	1,50,00,000	10	15.00	-	-	-
RELIGARE Invesco Fixed Maturity Plan - Series XXV - Plan F (1126 Days) - Direct Plan Growth	1,00,00,000	10	10.00	-	-	-
			315.00	296.00	223.00	303.00
Amount included under the head "Current Investment" (Refer Note 13)			315.00	296.00	(223.00)	(303.00)
3. Investment in Debt Instruments			315.00	296.00	-	-
7.93% Rural Electrification Corporation Ltd. - Tax Free Bonds	1,22,476	1000	12.25	12.25	-	-
8.20% Power Finance Corporation Ltd. - Tax Free Bonds	1,00,000	1,000	10.07	10.07	-	-
11.50% L&T Finance Limited Perpetual 2021	50	10,00,000	5.32	5.32	-	-
			27.64	27.64	-	-
Total Non-Current Quoted Investments (II)			384.07	365.07	-	-
Total Non-Current Investments (I) + (II)			775.72	727.19	-	-
Aggregate market value of Non-Current Quoted Investments:			709.41	552.90	-	-
Figures in brackets indicate that of previous year.						

Notes to Financial Statements

(₹ in Crores)

NOTE 12 : LOANS AND ADVANCES	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
A. Secured and Considered good:				
Capital Advances #	63.00	1.79		-
B. Unsecured and Considered good:				
(a) Capital Advances	58.60	3.38		-
(b) Sundry Deposits	45.28	35.49	11.21	16.08
(c) Loans and advances to related parties				
i) Loan to Maxbhumi Developers Limited (Wholly owned subsidiary) (Refer Note 50)	-	14.42	-	-
ii) Advance contribution to Gratuity Fund	-	-	-	2.14
(d) Other loans and advances				
i) Advances/claims recoverable in cash or in kind	26.45	24.13	110.64	154.83
ii) Advance payment of Income Tax (Net)	16.21	15.43	-	-
iii) Balances with Government authorities				
- CENVAT credit receivable	-	-	69.66	58.57
- Service tax credit receivable	-	-	11.61	6.14
iv) Advances to employees	-	-	2.31	1.94
TOTAL	209.54	94.64	205.43	239.70

Secured against bank guarantee.

NOTE 13 : CURRENT INVESTMENTS	Nos.	Face value (₹)	(₹ in Crores)	
			As at 31.03.2015	As at 31.03.2014
Quoted				
A. Current Portion of Long Term Investment (valued at cost) (Refer Note 11)			223.00	303.00
B. Current Investments (valued at lower of cost and fair value)				
(1) Investments in Liquid Mutual Funds:				
AXIS Liquid Fund - Growth (6,13,134 units matured during the Year)	(6,13,134)	1,000	-	87.02
TEMPLETON India Ultra Short Bond Super Institutional Plan - Growth (4,12,51,022 units matured during the Year)	(4,12,51,022)	10	-	69.46
TEMPLETON India Treasury Management - Super Institutional Plan - Growth (3,37,453 units matured during the Year)	(3,37,453)	1,000	-	64.44
KOTAK Floater - Short Term - Growth (2,49,162 units matured during the Year)	(2,49,162)	1,000	-	52.32
TATA Liquid Fund - Plan A - Growth (2,00,887 units matured during the Year)	(2,00,887)	1,000	-	47.50
UTI Money Market - Institutional Plan - Growth (2,88,071 units matured during the Year)	(2,88,071)	1,000	-	41.31
BIRLA Sun Life Floating Rate Fund - Short Term Plan - Regular - Growth (22,32,429 units matured during the Year)	(22,32,429)	100	-	38.04

Notes to Financial Statements

NOTE 13 : CURRENT INVESTMENTS (Contd.)	Nos.	Face value (₹)	As at 31.03.2015		As at 31.03.2014
RELIGARE Invesco Liquid Fund - Growth (1,89,402 units matured during the Year)	(1,89,402)	1,000		-	33.36
DWS Ultra Short-Term Fund - Institutional Plan - Growth (2,03,19,088 units matured during the Year)	(2,03,19,088)	10		-	31.06
JM High Liquidity - Growth (87,50,552 units matured during the Year)	(87,50,552)	10		-	30.58
JP Morgan India Liquid Fund - Super Institutional Plan - Growth (1,82,41,879 units matured during the Year)	(1,82,41,879)	10		-	30.28
HDFC Floating Rate Income Fund - Short Term Plan - Wholesale Option - Growth (7,91,761 units invested during the year)	1,32,06,031	10	31.59		27.14
RELIANCE Liquid Fund - Treasury Plan - Growth (75,579 units matured during the Year)	(75,579)	1,000		-	23.59
ICICI Prudential Liquid - Regular Plan - Growth (11,65,133 units matured during the Year)	(11,65,133)	100		-	22.09
ICICI Prudential Flexible Income - Regular Plan- Growth (5,84,805 units matured during the Year)	(5,84,805)	100		-	14.05
SUNDARAM Money Fund - Regular - Growth (39,20,048 units matured during the Year)	(39,20,048)	10		-	10.59
JM Money Manager Fund - Super Plus Plan - Growth (55,21,407 units matured during the Year)	(55,21,407)	10		-	10.02
SBI Premier Liquid Fund - Regular - Growth (40,297 units matured during the Year)	(40,297)	1,000		-	8.11
RELIGARE Invesco Ultra Short Term Fund - Direct Plan - Growth	2,33,907	1,000	45.33		-
ICICI Prudential Flexible Income - Regular Plan - Growth	4,83,383	100	12.70		-
IDFC Ultra Short Term Fund - Regular Plan - Growth	1,21,50,692	10	23.70		-
BIRLA Sun Life Savings Fund - Growth - Regular Plan	54,86,803	100	147.42		-
ICICI Prudential Money Market Fund - Regular Plan - Growth	11,91,821	100	23.02		-
AXIS Liquid Fund - Growth - CFGP	2,14,131	1,000	33.15		-
JM High Liquidity Fund - Growth Option	81,48,017	10	31.07		-
JP Morgan India Liquid Fund - Super Institutional Plan - Growth Option	2,32,43,465	10	42.07		-
SUNDARAM Money Fund - Regular - Growth	47,66,498	10	14.04		-
FRANKLIN India Ultra Short Bond Fund - Super Institutional Plan - Growth	5,25,46,750	10	97.30		-
KOTAK Treasury Advantage Fund - Growth (Regular Plan)	77,88,251	10	17.32		-
L&T Liquid Fund - Growth	2,10,967	1,000	40.42		-
LIC Nomura MF Liquid Fund - Growth Plan - LICLF	2,34,817	1,000	59.45		-
RELIANCE Liquid Fund - Cash Plan - Direct Growth Plan -CPAG	1,47,404	1,000	33.19		-
SBI Magnum Insta Cash Fund - Regular Plan - Growth	84,211	1,000	26.01		-
TATA Money Market Fund - Plan A - Growth	1,28,661	1,000	28.29		-
FRANKLIN India Low Duration Fund - Direct - Growth	6,62,60,519	10	101.99		-
			808.06	640.96	

Notes to Financial Statements

					(₹ in Crores)
NOTE 13 : CURRENT INVESTMENTS (Contd.)		Nos.	Face value (₹)	As at 31.03.2015	As at 31.03.2014
(2) Investments with original maturity more than three months but less than twelve months:					
HDFC Fixed Maturity Plan- February 2015 (1) - Direct - Growth - Series 33		1,20,00,000	10	12.00	-
KOTAK Quarterly Interval Plan Series 6 - Direct Plan - Growth		1,43,14,097	10	25.00	-
ICICI Prudential Interval Fund III - Quarterly Interval - Direct Plan -Growth		1,68,43,069	10	25.00	-
RELIANCE Quarterly Interval Fund - Series II - Direct Growth Plan Growth Option - K5AG		1,32,11,855	10	25.00	-
				87.00	
Total Quoted Current Investment				1,118.06	943.96
Total Current Investments				1,118.06	943.96
Aggregate market value of quoted current investments				1,144.87	959.82
Figures in brackets indicate that of previous year.					

NOTE 14 : INVENTORIES		(₹ in Crores)	
(At lower of cost and net realisable value)		As at 31.03.2015	As at 31.03.2014
(a) Raw materials		496.72	509.14
Raw materials-in-transit		44.79	69.98
		541.51	579.12
(b) Packing materials		35.63	36.04
(c) Finished goods		1,008.49	892.31
Finished goods-in-transit		1.04	1.55
		1,009.53	893.86
(d) Work-in-progress (Refer Note 29)		91.90	77.45
(e) Stores, spares and consumables		52.63	40.78
(f) Stock-in-trade (acquired for trading)		70.32	37.48
Stock-in-trade (acquired for trading) in-transit		0.66	0.32
		70.98	37.80
TOTAL		1,802.18	1,665.05

NOTE 15 : TRADE RECEIVABLES		(₹ in Crores)	
		As at 31.03.2015	As at 31.03.2014
(Unsecured			
(a) Overdue for more than six months			
Considered good		2.99	1.69
Considered doubtful		6.71	5.15
		9.70	6.84
(b) Others			
Considered good		725.88	710.67
Considered doubtful		0.07	0.04
		725.95	710.71
Less : Provision for doubtful trade receivables		735.65	717.55
		6.78	5.19
TOTAL		728.87	712.36

Notes to Financial Statements

(₹ in Crores)

NOTE 16 : CASH AND BANK BALANCES	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
A. Cash and cash equivalents				
(a) Cash on hand			0.05	0.10
(b) Balances with Banks :				
(i) Current Accounts #			22.58	49.10
(ii) Cash Credit Account ##			1.60	0.07
(iii) Deposits with original maturity of less than 3 months			-	34.38
(c) Cheques on hand			24.18	83.55
B. Other Bank balances			30.40	14.42
(a) Term deposit with original maturity for more than 3 months but less than 12 months	-	-	0.01	-
(b) Unpaid dividend and sales proceeds of Fractional Bonus Shares account *	-	-	7.17	6.05
(c) Term deposits with original maturity for more than 12 months.	0.03	0.03	-	-
(d) Term deposits held as margin money against bank guarantee and other commitments	0.02	0.25	-	-
	0.05	0.28	7.18	6.05
Amount included under the head "Non-Current Assets" (Refer Note 17)	(0.05)	(0.28)	-	-
	-	-	61.81	104.12

Overdraft in current account carries interest rate @ 12.50% p.a.

Secured by hypothecation of inventories and trade receivable and carries interest rate @ 10.25% p.a.

* The Company can utilise these balances only towards settlement of unclaimed dividend and fractional bonus.

(₹ in Crores)

NOTE 17 : OTHER ASSETS	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Non-current bank balances (Refer Note 16)	0.05	0.28	-	-
Interest accrued on Non-current investment	-	-	1.91	1.97
Quantity discount receivable	-	-	81.60	79.47
Royalty receivable	-	-	17.80	16.35
Due from Subsidiary Companies	-	-	7.26	5.97
Due from Joint Venture Companies	-	-	5.55	8.65
Duty Credit Entitlement	-	-	6.20	0.51
Unamortised premium on forward exchange contracts	-	-	-	0.12
Subsidy Receivable from State Government	13.59	6.32	122.51	57.95
Tangible assets held for disposal (Refer Note 10)	-	-	4.87	-
Other Receivables	-	-	5.22	5.11
TOTAL	13.64	6.60	252.92	176.10

Notes to Financial Statements

(₹ in Crores)

	Year 2014-2015	Year 2013-2014
NOTE 18 (A) : REVENUE FROM SALE OF GOODS AND SERVICES		
Sale of goods:		
Home Market (Net of Returns)	13,431.93	11,996.59
Exports	51.89	45.99
Turnover	13,483.82	12,042.58
Less: Discounts	614.94	506.44
Sale of goods (Net of Discounts)	12,868.88	11,536.14
Sale of services:		
Revenue from Home Solutions operations	7.83	4.35
Colour Consultancy Income	2.09	1.53
TOTAL	12,878.80	11,542.02
NOTE 18 (B) : OTHER OPERATING REVENUES:		
Processing and service income	46.04	45.56
Scrap sales	8.03	7.03
Subsidy from State Government (Refer Note 45)	109.06	65.89
Lease Rent	0.03	0.08
TOTAL	163.16	118.56

(₹ in Crores)

	Year 2014-2015	Year 2013-2014
NOTE 19 : OTHER INCOME		
(a) Interest		
(i) From Non Current investments	2.36	1.93
(ii) From loan to subsidiary companies	0.77	-
(iii) From others (Refer Note 36)	2.79	3.12
	5.92	5.05
(b) Insurance claims received	0.26	0.57
(c) Dividend received		
(i) From Non Current investments		
- From subsidiary companies (Refer Note 38)	2.41	27.78
- Other investments	15.74	16.67
(ii) From Current investments	53.12	46.10
	71.27	90.55
(d) Royalty received		
- From Subsidiaries and Joint Venture Companies	33.02	31.04
- Others	0.18	0.19
	33.20	31.23
(e) Profit on sale of long term investments (Net) #	27.54	9.59
(f) Profit on sale of short term investments (Net)	2.07	1.18
(g) Profit on sale of fixed assets (Net)	0.33	3.98
(h) Net gain on foreign currency transactions and translations (Other than considered as finance cost)	7.53	-
(i) Other non-operating income	38.70	31.51
TOTAL	186.82	173.66

As at 31st March 2014, these long-term investments were classified under current investments as their maturity period was less than 12 months.

Notes to Financial Statements

	(₹ in Crores)	
	Year 2014-15	Year 2013-14
NOTE 20 (A) : COST OF MATERIALS CONSUMED		
Raw Materials Consumed (Refer Note 26)		
Opening Stock	579.12	491.13
Add : Purchases	5,115.67	4,938.29
	5,694.79	5,429.42
Less: Closing Stock	541.51	579.12
	5,153.28	4,850.30
Packing Materials Consumed		
Opening Stock	36.04	29.67
Add : Purchases	1,038.03	914.78
	1,074.07	944.45
Less : Closing Stock	35.63	36.04
	1,038.44	908.41
Total Cost of Materials Consumed	6,191.72	5,758.71
NOTE 20 (B) : PURCHASES OF STOCK-IN-TRADE (Refer Note 27)	380.56	256.58
NOTE 20 (C) : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Stock at the beginning of the year		
Finished Goods (including goods-in-transit)	893.86	845.62
Work-in-Progress	77.45	60.12
Stock-in-trade - acquired for trading (including goods-in-transit)	37.80	20.48
TOTAL	1,009.11	926.22
Stock at the end of the year		
Finished Goods (including goods-in-transit)	1,009.53	893.86
Work-in-Progress	91.90	77.45
Stock-in-trade - acquired for trading (including goods-in-transit)	70.98	37.80
TOTAL	1,172.41	1,009.11
Changes in inventories	(163.30)	(82.89)
Increase/(Decrease) in Excise duty on finished goods	30.87	7.55
Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade	(132.43)	(75.34)

	(₹ in Crores)	
	Year 2014-15	Year 2013-14
NOTE 21 : EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	510.78	418.37
Contribution to Provident and other Funds (Refer Note 44)	50.77	25.34
Staff welfare expenses	45.39	38.72
TOTAL	606.94	482.43

Notes to Financial Statements

(₹ in Crores)

NOTE 22 : OTHER EXPENSES	Year 2014-15	Year 2013-14
Consumption of stores, spares and consumables	37.46	29.37
Power and fuel	109.39	114.65
Processing charges	84.71	63.39
Repairs and maintenance:		
Buildings	18.99	13.16
Machinery	23.41	17.56
Other assets	41.99	31.14
	84.39	61.86
Rent	136.33	119.34
Rates and taxes	32.59	24.94
Water charges	4.49	4.24
Insurance	6.24	6.66
Printing, stationery and communication expenses	36.93	33.95
Travelling expenses	75.19	68.52
Corporate social responsibility expenses (Refer Note 52)	19.01	3.70
Commission to Non-Executive Directors	3.16	2.43
Directors' sitting fees	0.64	0.25
Payment to auditors (Refer Note 25)	1.48	1.62
Electricity expenses	7.45	6.71
Bank charges	4.03	2.89
Net loss on foreign currency transactions and translations (Other than considered as finance cost)	-	7.20
Premium on forward exchange contract amortized	1.08	2.94
Information technology expenses	27.66	22.19
Legal and professional expenses	28.84	28.33
Training and recruitment	28.62	24.73
Freight and handling charges	628.82	521.26
Advertisement and sales promotional expenses	596.72	504.03
Cash discount	538.86	483.08
Bad debts written off	1.09	1.08
Provision/(reversal of provision) for doubtful debts and advances	1.59	(0.54)
Security expenses	23.77	23.76
Donations	13.05	4.20
Miscellaneous expenses	57.93	52.35
TOTAL	2,591.52	2,219.13

Notes to Financial Statements

(₹ in Crores)

NOTE 23 : FINANCE COST	Year 2014-2015	Year 2013-2014
Interest on Bank borrowings	0.07	0.11
Interest on Bill discounting	24.22	24.75
Other Interest	2.84	1.22
TOTAL	27.13	26.08

NOTE 24 : CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Crores)

a. Contingent Liabilities	As at 31.03.2015	As at 31.03.2014
1. Letters of comfort issued to banks on behalf of some of its operating subsidiary companies.	37.29	233.26
2. Claims against the Company not acknowledged as debts		
i. Tax matters in dispute under appeal	98.37	78.85
ii. Others	12.99	12.07
b. Commitments	As at 31.03.2015	As at 31.03.2014
1. Estimated amount of contracts remaining to be executed on capital account and not provided for	373.11	81.97
2. Letters of Credit and Bank guarantees issued by bankers and outstanding as on 31 st March, 2015. [Pertaining to capital goods in current year – ₹ 35.58 crores (Previous year - ₹ 0.92 crores)]	76.52	41.60

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The forward exchange contracts outstanding as at 31st March, 2015 are as under:-

Currency	As at 31.03.2015			As at 31.03.2014		
	Number of Contracts	Buy Amount (USD in millions)	Indian Rupee Equivalent (₹ in Crores)	Number of Contracts	Buy Amount (USD in millions)	Indian Rupee Equivalent (₹ in Crores)
USD	-	-	-	21	10.79	65.63

Notes to Financial Statements

(₹ in Crores)

NOTE 25 : PAYMENT TO AUDITORS (EXCLUDING SERVICE TAX)	Year 2014-2015	Year 2013-2014
Statutory audit fee	0.96	1.13
Taxation Matters	0.10	0.10
Certification fees and other services	0.34	0.32
For reimbursement of expenses	0.08	0.07
TOTAL	1.48	1.62

(₹ in Crores)

NOTE 26 : RAW MATERIALS CONSUMED	Year 2014-2015	Year 2013-2014
Pigments, Extenders, Minerals etc.	1,887.52	1,743.26
Additives	945.54	873.84
Solvents	730.94	806.55
Resins	167.64	176.17
Oils	287.07	277.51
Monomers	834.00	748.42
Others	300.57	224.55
TOTAL	5,153.28	4,850.30

NOTE 27 : Purchase of stock-in-trade includes paints, wall putty, wallpapers, colourworld machines, bath fitting accessories and paint application tools.

(₹ in Crores)

NOTE 28 : STOCK AND TURNOVER

Products	Turnover	Closing Inventory	Opening Inventory
a) Manufactured Goods			
Paints, Enamels and Varnishes	12,710.95	989.73	883.73
	(11,445.84)	(883.73)	(831.07)
Others	225.33	19.80	10.13
	(181.35)	(10.13)	(14.55)
b) Traded Goods			
	547.54	70.98	37.80
	(415.39)	(37.80)	(20.48)
TOTAL	13,483.82	1,080.51	931.66
	(12,042.58)	(931.66)	(866.10)

(Figures in bracket indicate that of previous year)

(₹ in Crores)

NOTE 29 : STOCK OF WORK-IN-PROGRESS	As at 31.03.2015	As at 31.03.2014
Paints, Enamels and Varnishes	89.01	73.75
Others	2.89	3.70
TOTAL	91.90	77.45

(₹ in Crores)

NOTE 30 : CIF VALUE OF IMPORTS	Year 2014-2015	Year 2013-2014
a. Raw Materials	1,660.74	1,683.92
b. Stores, Spares and Consumables	3.68	2.08
c. Capital goods	18.86	17.00
TOTAL	1,683.28	1,703.00

Notes to Financial Statements

NOTE 31 : VALUE OF IMPORTED AND INGENIOUS RAW MATERIALS AND SPARES CONSUMED AND PERCENTAGE OF EACH TO TOTAL CONSUMPTION

	Year 2014-2015		Year 2013-2014	
	(₹ in Crores)	% to Total	(₹ in Crores)	% to Total
a. Raw materials:	1,687.50	32.75	2,084.48	42.98
	3,465.78	67.25	2,765.82	57.02
	5,153.28	100.00	4,850.30	100.00
b. Stores and spares:	1.80	4.81	1.30	4.40
	35.66	95.19	28.07	95.60
	37.46	100.00	29.37	100.00

NOTE 32 : NET DIVIDEND REMITTED IN FOREIGN CURRENCY

	Year 2014-2015			Year 2013-2014		
	Number of Non-resident Shareholders	Number of Equity Shares held	Dividend remitted (₹ in Crores)	Number of Non-resident Shareholders	Number of Equity Shares held	Dividend remitted (₹ in Crores)
Final Dividend 2012-2013	-	-	-	14	24,028	0.09
Interim Dividend 2013-2014	-	-	-	14	2,40,280*	0.03
Final Dividend 2013-2014	14	2,40,280	0.10	-	-	-
Interim Dividend 2014-2015	14	2,40,280	0.04	-	-	-

*During the year 2013-14, the face value of the equity shares of the Company was sub-divided from ₹ 10 to ₹ 1 per equity share.

	(₹ in Crores)	
	Year 2014-2015	Year 2013-2014
NOTE 33 : EXPENDITURE IN FOREIGN CURRENCY		
a. Annual maintenance for software	1.96	2.01
b. Professional fees	9.82	6.40
c. Shade cards and other sales promotional Items	9.79	12.20
d. Travelling and Training Expenses	2.11	3.23
e. Royalty	8.60	8.19
f. Interest	0.16	0.48
g. Purchase of Traded Goods	57.13	25.27
h. Others	4.22	3.74
TOTAL	93.79	61.52

	(₹ in Crores)	
	Year 2014-2015	Year 2013-2014
NOTE 34 : EARNINGS IN FOREIGN CURRENCY		
a. Export of own products at FOB value	36.02	31.62
b. Export of traded goods at FOB value	1.14	1.08
c. Royalty (Includes TDS of ₹ 3.96 crores) (TDS of Previous year – ₹ 3.74 crores)	24.01	23.32
d. Other receipts including recoveries from subsidiaries	10.59	8.45
TOTAL	71.76	64.47

Notes to Financial Statements

		₹ in Crores)	
NOTE 35 : EXPENDITURE ON RESEARCH AND DEVELOPMENT		Year 2014-2015	Year 2013-2014
a) Revenue Expenditure			
Employee Cost		36.08	30.91
Depreciation on Equipment and Building		6.82	6.30
Travelling Expenditure		1.68	1.63
Testing and Laboratory Expenditure		1.62	1.14
Power and Fuel		2.50	2.38
Stores and Spares		0.82	0.45
Repairs and Maintenance		2.64	1.09
Materials Consumed		0.55	0.66
Others		10.42	7.56
Foreign Exchange (gain) / loss		(0.06)	-
TOTAL		63.07	52.12

An amount of ₹ 0.80 crores (Previous Year ₹ 0.40 crores) has been recovered from the Company's Joint Venture Companies towards Research and Development activity carried out on their behalf.

		₹ in Crores)	
b) Capital Expenditure		Year 2014-2015	Year 2013-2014
- For Turbhe Research and Development facility		8.38	4.27
- For Cochin Research and Development facility (Land & civil work)		0.19	0.21
TOTAL		8.57	4.48

NOTE 36 : Interest includes income from investment in fixed deposits of ₹ 1.51 crores (Previous year - ₹ 1.43 crores) and interest received of ₹ 0.73 crores (Previous year – ₹ 0.55 crores) on account of completion/disposal of various assessments/appeals during the year.

NOTE 37 : Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2014-15, to the extent the Company has received intimation from the “Suppliers” regarding their status under the Act.

	As at 31st March 2015	As at 31st March 2014
(i) Principal amount remaining unpaid (but within due date as per the MSMED Act)	11.63	8.49
(ii) Interest due thereon remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Notes to Financial Statements

(₹ in Crores)

NOTE 38 : DIVIDEND RECEIVED FROM SUBSIDIARY COMPANIES	Year	Year
	2014-2015	2013-2014
Asian Paints (International) Limited, Mauritius	-	25.75
Asian Paints (Nepal) Private Limited	2.41	2.03
	2.41	27.78

NOTE 39 : The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The foreign currency exposure not hedged as at 31st March, 2015 are as under:

Currency	Payable (In millions FC)		Receivable (In millions FC)		Payable ₹ In Crores)		Receivable ₹ In Crores)	
	As at 31 st March 2015	As at 31 st March 2014						
USD	41.63	50.91	11.11	10.50	260.16	305.04	69.46	62.89
EUR	1.97	2.67	0.08	0.02	13.22	21.98	0.57	0.16
SGD	0.17	0.12	-	-	0.79	0.57	-	-
GBP	0.02	0.58	-	-	0.21	5.75	-	-
SEK	0.02	5.51	-	-	0.02	5.06	-	-
Others	0.03	-	-	-	0.17	0.14	-	-
					274.57	338.54	70.03	63.05

NOTE 40 : Pursuant to the Accounting Standard (AS - 29) – Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31st March, 2015 is as follows:

(₹ in Crores)

	Provision for Excise *		Provision for Sales tax **	
	Year 2014-2015	Year 2013-2014	Year 2014-2015	Year 2013-2014
Opening Balance	1.27	1.25	11.85	10.72
Additions	0.01	0.02	6.02	1.13
Utilizations	(0.03)	-	-	-
Reversals	(0.02)	-	-	-
Closing Balance	1.23	1.27	17.87	11.85

* Excise provisions made towards matters disputed at various appellate levels.

** Sales tax provisions made towards non receipt of C Forms and towards matters disputed at various appellate levels.

NOTE 41 : DISCLOSURE AS PER CLAUSE 32 OF THE LISTING AGREEMENT ENTERED INTO WITH THE STOCK EXCHANGES

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

(₹ in Crores)

Name of the party	Relationship	Amount outstanding as at 31 st March, 2015	Maximum balance outstanding during the year
Maxbhumi Developers Limited	Wholly Owned Subsidiary	- *	15.07

The above loan was given to the subsidiary for purchase of land. (* Refer Note 50)

Figures in brackets refer to previous year.

Notes to Financial Statements

NOTE 42 : Pursuant to Accounting Standard (AS-19) - Leases, the following information is given

A. Assets given on operating lease

- a. The Company has provided tinting systems to its dealers on an operating lease basis. The lease period varies between four to nine years. Lease rentals are payable monthly by the dealers. A refundable security deposit is collected at the time of signing the agreement. During the year, the said lease has expired and hence no amounts are receivable as at 31st March, 2015.
- b. Future minimum lease rentals receivable as at 31st March, 2015 as per the lease agreements:

	(₹ in Crores)	As at 31 st March, 2015	As at 31 st March, 2014
i) Not later than one year		-	0.03
ii) Later than one year and not later than five years		-	0.00
iii) Later than five years		-	-
TOTAL		-	0.03

The information pertaining to future minimum lease rentals receivable is based on the lease agreements entered into between the Company and the dealers and variation made thereto. Lease rentals are reviewed periodically taking into account prevailing market conditions.

- c. Total amount of contingent rents recognised as income – NIL. (Previous Year – NIL)
- d. The initial direct cost relating to acquisition of tinting system is capitalized.
- e. The information on gross amount of leased assets, depreciation and impairment is given in Note 10.

B. Assets taken on operating lease

- a. The Company has taken certain assets such as Vehicles, Computers and Information Technology hardware on an operating lease basis. The lease rentals are payable by the Company on a monthly or quarterly basis.
- b. Future minimum lease rentals payable as at 31st March, 2015 as per the lease agreements:

	(₹ in Crores)	As at 31 st March, 2015	As at 31 st March, 2014
i) Not later than one year		8.22	6.71
ii) Later than one year and not later than five years		10.99	7.70
iii) Later than five years		-	-
TOTAL		19.21	14.41

- c. Lease payments recognised in the Statement of Profit and Loss for the period is ₹ 9.10 crores (Previous year ₹ 7.54 crores).

Notes to Financial Statements

NOTE 43 : Pursuant to Accounting Standard (AS-27) – Financial Reporting of Interests in Joint Ventures, the disclosures relating to the two Joint Venture Companies viz., PPG Asian Paints Private Limited and Asian Paints PPG Private Limited (both hereinafter referred to as JVs) are as follows:

- The proportion of interest of the Company in the JVs is by way of equal equity participation with PPG Industries Securities Inc., U.S.A.
- The aggregate amount of interests in the JVs as at 31st March, 2015 is as follows:

	As at 31 st March, 2015	As at 31 st March, 2014	(₹ in Crores)
a) Details of Assets			
Non-current assets			
Tangible assets	66.65	62.19	
Intangible assets	1.34	2.16	
Capital work in progress	0.44	4.96	
Goodwill on consolidation	1.43	1.43	
Long-term loans and advances	39.65	34.74	
Other non current assets	2.22	2.33	
Current assets			
Inventories	123.35	122.73	
Trade receivables	136.48	122.15	
Cash and bank balance	9.11	10.24	
Short-term loans and advances	20.68	18.98	
Other current assets	0.29	0.46	
b) Details of Liabilities			
Non-current liabilities			
Deferred tax liability (net)	1.69	3.21	
Long term provision	5.75	3.87	
Current liabilities			
Short-term borrowings	0.35	0.93	
Trade payables	85.32	96.01	
Other current liabilities	18.89	14.53	
Short-term provisions	2.37	1.92	
	Year 2014-2015	Year 2013-2014	
c) Details of Income			
Revenue from operations	637.62	561.41	
d) Expenses			
Cost of materials consumed	342.55	308.29	
Purchases of stock-in-trade	64.55	57.33	
Changes in inventories of finished goods, work-in-progress and stock in trade	(2.18)	4.60	
Employee benefits expense	48.97	41.26	
Finance costs	0.21	1.58	
Depreciation and amortization expenses	7.41	6.68	
Other expenses	146.50	126.99	
Tax expenses	7.37	4.26	
	As at 31 st March, 2015	As at 31 st March, 2014	
e) Other Matters			
Contingent Liabilities	24.43	17.95	
Capital Commitments	2.82	2.05	
Other Commitments	3.83	3.16	

Notes to Financial Statements

NOTE 44 : EMPLOYEE BENEFITS

1) Short term employee benefits:

The liability towards short-term employee benefits for the year ended 31st March, 2015 has been recognized in the Statement of Profit and Loss.

2) Post-employment benefits:

The following disclosures are made in accordance with AS - 15 (Revised) pertaining to Defined Benefit Plans:

a) Gratuity, Pension and Post Retirement Medical Benefit:

(₹ in Crores)

	Gratuity (Funded Plan)		Pension (Unfunded Plan)		Post-Retirement Medical Benefit (Unfunded Plan)	
Amount recognised in Balance Sheet	31 st March, 2015	31 st March, 2014	31 st March, 2015	31 st March, 2014	31 st March, 2015	31 st March, 2014
Present value of funded obligations	130.70	95.67	-	-	-	-
Fair value of plan assets	(128.74)	(97.81)	-	-	-	-
Present value of unfunded obligations	-	-	2.53	2.57	1.25	1.20
Net Liability/(Asset)	1.96	(2.14)	2.53	2.57	1.25	1.20
Amounts in Balance Sheet						
Liability	1.96	-	2.53	2.57	1.25	1.20
Assets	-	2.14	-	-	-	-
Net Liability/(Asset)	1.96	(2.14)	2.53	2.57	1.25	1.20
Expense Recognised in the Statement of Profit & Loss						
Opening defined benefit obligation less benefits paid	-	-	-	-	-	-
Current service cost	10.01	9.31	-	-	0.06	0.04
Interest on defined benefit obligation	8.77	8.35	0.21	0.22	0.11	0.10
Expected return on plan assets	(8.56)	(7.91)	-	-	-	-
Net actuarial losses/(gains) recognized in year	14.00	(4.86)	0.20	(0.07)	(0.06)	(0.14)
Past service cost	2.88	-	-	-	-	-
Total, included in "Employee Benefit Expense"	27.10	4.89	0.41	0.15	0.11	-
Actual return on plan assets	17.49	2.05	-	-	-	-
Reconciliation of benefit obligations and plan assets for the Period						
Change in defined benefit obligation						
Opening defined benefit obligation	95.67	96.42	2.57	2.89	1.20	1.25
Current service cost	10.01	9.31	-	-	0.06	0.04
Interest cost	8.77	8.35	0.21	0.22	0.11	0.10
Actuarial losses/(gain)	22.92	(10.71)	0.20	(0.07)	(0.06)	(0.14)
Past Service Cost	2.88	-	-	-	-	-
Benefits paid	(9.55)	(7.70)	(0.45)	(0.47)	(0.06)	(0.05)
Closing defined benefit obligation	130.70	95.67	2.53	2.57	1.25	1.20
Change in fair value of assets						
Opening fair value of plan assets	97.81	90.33	-	-	-	-
Expected return on plan assets	8.56	7.91	-	-	-	-
Actuarial gain/(losses)	8.92	(5.86)	-	-	-	-
Contributions by employer	23.00	13.13	0.45	0.47	0.06	0.05
Benefits paid	(9.55)	(7.70)	(0.45)	(0.47)	(0.06)	(0.05)
Closing fair value of plan assets	128.74	97.81	-	-	-	-

Notes to Financial Statements

NOTE 44 : EMPLOYEE BENEFITS (Contd.)

2) Post-employment benefits : (Contd.)

a) Gratuity, Pension and Post Retirement Medical Benefit : (Contd.)

Assets information – Broad Category of Plan Assets as a Percentage of total assets of Gratuity Plan

Category of assets	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2015	As at 31 st March, 2014
Government of India securities	52%	53%	-	-	-	-
Corporate bonds	47%	44%	-	-	-	-
Equity shares of Listed Companies	0%	0%	-	-	-	-
Others (Deposit with Central Government under Special Deposit Scheme)	1%	3%	-	-	-	-
Grand Total	100%	100%	-	-	-	-
Summary of the actuarial assumptions						
Discount Rate	7.78%	9.15%	7.78%	9.15%	7.78%	9.15%
Expected Rate of Return on Plan Assets	8.50%	8.50%	-	-	-	-

- i) **Discount rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
- ii) **Expected Rate of Return on Plan Assets:** This is based on the expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.
- iii) **Salary Escalation Rate:** The estimates of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

	As at 31 st March, 2015	As at 31 st March, 2014
Salary Escalation Rate for Gratuity (Funded Plan)	All Grades- 12.00% for first year, 11.00% for next 2 years, 10.00% for next 3 years, 8.00% thereafter.	Management - 13.00% for first year, 12.00% for next 2 years, 10.00% for next 3 years, 8.00% thereafter Non-management – 13.00% for first year, 12.00% for next 5 years, 8.00% thereafter.

Experience Adjustments for the current and previous four periods

Gratuity (Funded)	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2013	As at 31 st March, 2012	As at 31 st March, 2011
Defined Benefit Obligation	130.70	95.67	96.42	84.15	77.32
Plan Assets	128.74	97.81	90.32	80.01	69.22
Surplus/(Deficit)	(1.96)	2.14	(6.1)	(4.14)	(8.1)
Experience adjustment on plan liabilities	(0.00)	(1.68)	0.95	0.22	0.05
Experience adjustment on plan assets	(8.92)	(5.86)	3.07	0.32	(0.31)

Notes to Financial Statements

NOTE 44 : EMPLOYEE BENEFITS (Contd.)

2) Post-employment benefits : (Contd.)

a) Gratuity, Pension and Post Retirement Medical Benefit : (Contd.)

(₹ in Crores)

Pension (Unfunded)	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2013	As at 31 st March, 2012	As at 31 st March, 2011
Defined Benefit Obligation	2.53	2.57	2.89	3.07	3.19
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(2.53)	(2.57)	(2.89)	(3.07)	(3.19)
Experience adjustment on plan liabilities	(0.13)	0.05	(0.07)	0.01	0.14
Experience adjustment on plan assets	-	-	-	-	-

(₹ in Crores)

Post-Retirement Medical Benefit (Unfunded)	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2013	As at 31 st March, 2012	As at 31 st March, 2011
Defined Benefit Obligation	1.25	1.20	1.25	1.17	1.27
Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(1.25)	(1.20)	(1.25)	(1.17)	(1.27)
Experience adjustment on plan liabilities	(0.26)	(0.02)	(0.04)	(0.18)	0.09
Experience adjustment on plan assets	-	-	-	-	-

Notes:

- i) The gratuity fund assets and liabilities are managed by Asian Paints (India) Limited Employees' Gratuity Fund.
- ii) The Company estimates that the balance amount to be contributed to the gratuity fund during the financial year 2015-2016 will be ₹ 1.96 crores and hence it is shown as current liability.

b) Provident Fund:

The Provident Fund assets and liabilities are managed by 'Asian Paints Office Provident Fund' and 'Asian Paints Factory Employees Provident Fund' in line with The Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

The guidance on Implementing AS 15, Employee Benefits (revised 2005) issued by Accounting Standards Board (ASB) states that benefits involving employer established provident fund, which require interest shortfalls to be recompensed, are to be considered as defined benefit plans. The plan guarantees minimum interest at the rate notified by the Provident Fund Authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of the services by the employee. In terms of the guidance note issued by the Institute of Actuaries of India for measurement of provident fund liabilities, the actuary has provided a valuation of provident fund liability and based on the assumption provided below, there is no shortfall as at 31st March, 2015 and 31st March, 2014.

The Company contributed ₹ 9.18 crores and ₹ 8.79 crores towards Asian Paints Office Provident Fund during the year ended 31st March, 2015 and 31st March, 2014 respectively. The Company contributed ₹ 5.26 crores and ₹ 5.56 crores towards Asian Paints Factory Employees Provident Fund during the year ended 31st March, 2015 and 31st March, 2014 respectively.

The details of the Asian Paints Office Provident Fund and plan assets position as at 31st March, 2015 is given below:

(₹ in Crores)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Present value of benefit obligation at period end	161.75	133.97
Plan assets at period end, at fair value, restricted to	161.75	133.97
Asset recognized in balance sheet	-	-

Notes to Financial Statements

NOTE 44 : EMPLOYEE BENEFITS (Contd.)

2) Post-employment benefits : (Contd.)
 b) Provident Fund: (Contd.)

The details of the Asian Paints Factory Employees Provident Fund and plan assets position as at 31st March, 2015 and as at 31st March, 2014 are given below:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Present value of benefit obligation at period end	137.49	122.21
Plan assets at period end, at fair value, restricted to	137.49	122.21
Asset recognized in balance sheet	-	-

Assumptions used in determining the present value obligation of the interest rate guarantee under the Projected Unit Credit Method (PUCM):

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Discounting Rate	7.78%	9.15%
Expected Guaranteed interest rate	8.75%*	8.75%

*As against the expected guaranteed interest rate for the FY 2014-15, the rate of interest declared by Asian Paints Office Provident Fund and Asian Paints Factory Employees' Provident Fund is 9.00% p.a for the FY 2014-15.

3) Other Long term employee benefits:

The liability towards compensated absences (annual leave and sick leave) for the year ended 31st March, 2015 based on actuarial valuation carried out by using Projected Accrued Benefit Method resulted in increase in liability by ₹ 19.12 crores. (Previous year – ₹ 3.03 crores)

Annual Leave and Sick Leave assumptions

a. Financial Assumptions

	As at 31 st March, 2015	As at 31 st March, 2014
Discount Rate	7.78%	9.15%
Basic salary increases allowing for Price inflation	All Grades 12.00% for first year, 11.00% for next 2 years, 10.00% for next 3 years, 8.00% thereafter.	Management – 13.00% for first year, 12.00% for next 2 years, 10.00% for next 3 years, 8.00% thereafter Non-management – 13.00% for first year, 12.00% for next 5 years, 8.00% thereafter

b. Demographic Assumptions

	As at 31 st March, 2015	As at 31 st March, 2014
Mortality	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Employee Turnover	Upto 44 yrs - 5.00%, Above 44 yrs - 2.00%	Upto 44 yrs - 5.00%, Above 44 yrs - 2.00%
Leave Availment Ratio	5%	5%

Notes to Financial Statements

NOTE 45 :

The Company's manufacturing facility at Khandala, Maharashtra has been granted "Mega Project Status" by Government of Maharashtra and hence is eligible for Industrial Promotion Subsidy (IPS) under Package Scheme of Incentive, 2007 in the form of refund of VAT paid to Maharashtra Government, exemption on electricity duty and stamp duty within a period of 9 years from the date of commencement of commercial production, restricted to a maximum of 100% of fixed capital investment as per the Eligibility Certificate issued by Director of Industries, Government of Maharashtra. In terms of the Accounting Standard (AS 12) "Accounting for Government Grants" prescribed by Companies (Accounting Standards) Amendment Rules, 2006, eligible incentive as mentioned above amounting to ₹ 108.96 crores for year ended 31st March, 2015 (Previous Year - ₹ 65.59 crores) is credited to Statement of Profit and Loss under the head "Other operating income" on accrual basis.

NOTE 46 : EARNINGS PER SHARE

	Year 2014-2015	Year 2013-2014
a) Basic and diluted earnings per share in rupees (face value - ₹ 1 per share)	13.84	12.19
b) Profit after tax as per Statement of Profit and Loss (₹ In crores)	1,327.40	1,169.06
c) Weighted average number of equity shares outstanding	95,91,97,790	95,91,97,790

NOTE 47 : ACQUISITION OF ESS ESS BATHROOM PRODUCTS PRIVATE LIMITED

During the year, the Company acquired the entire front end sales business including brands, network and sales infrastructure of Ess Ess Bathroom Products Private Limited effective 1st June, 2014 for a consideration of ₹ 36.48 crores. As a result of this transaction, intangible assets consisting of Goodwill of ₹ 38.58 crores and Brand of ₹ 4.28 crores has been recognized in the Financials of the Company. The financial results of this business for the period ended 31st March, 2015 are reported as a separate segment under 'Home Improvement' in Segment Reporting (Refer Note 49).

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS - 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015.

a) Joint Venture: (In which the Company has 50% equity interest)

i. PPG Asian Paints Private Limited

Wholly owned subsidiaries of PPG Asian Paints Private Limited:

a) Faaber Paints Private Limited.

b) PPG Asian Paints Lanka Private Limited

ii. Asian Paints PPG Private Limited

b) Subsidiaries:

Direct Subsidiaries:

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014
Asian Paints (Nepal) Private Limited	Nepal	51.00	51.00
Asian Paints (International) Limited	Mauritius	100	100
Asian Paints Industrial Coatings Limited	India	100	100
Multifacet Infrastructure (India) Limited	India	100	100
Maxbhumi Developers Limited	India	100	100
Sleek International Private Limited	India	51.00	51.00

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS - 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

Indirect Subsidiaries:

i) Subsidiaries of the wholly owned subsidiary, Asian Paints (International) Limited, Mauritius

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014
Asian Paints (South Pacific) Limited	Fiji Islands	54.07	53.15
Asian Paints (Tonga) Limited	Kingdom of Tonga	100	100
Asian Paints (S.I.) Limited	Solomon Islands	75.00	75.00
Asian Paints (Vanuatu) Limited	Republic of Vanuatu	60.00	60.00
Asian Paints (Lanka) Limited	Sri Lanka	99.18	99.18
Asian Paints (Bangladesh) Limited	Bangladesh	89.78	89.78
Asian Paints (Middle East) LLC	Sultanate of Oman	49.00	49.00
SCIB Chemicals S.A.E.	Egypt	60.00	60.00
Samoa Paints Limited	Samoa	80.00	80.00
Berger International Limited*	Singapore	100	96.79

*During the year, Berger International Limited (BIL) has become a wholly owned subsidiary of Asian Paints (International) Limited (APIL).

ii) Subsidiaries of Berger International Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014
Berger Paints Singapore Pte Limited	Singapore	100	100
Enterprise Paints Limited	Isle of Man, U.K.	100	100
Universal Paints Limited	Isle of Man, U.K.	100	100
Lewis Berger (Overseas Holdings) Limited	U.K.	100	100
Kadisco Paint and Adhesive Industry Share Company	Ethiopia	51.00	-
PT Asian Paints Indonesia	Indonesia	100	-

iii) Subsidiary of Enterprise Paints Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014
Nirvana Investments Limited	Isle of Man, U.K.	100	100

iv) Subsidiary of Nirvana Investments Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014
Berger Paints Emirates LLC	U.A.E.	100	100

v) Subsidiary of Universal Paints Limited:

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014
Berger Paints Bahrain W.L.L.	Bahrain	100	100

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS - 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

vi) Subsidiaries of Lewis Berger (Overseas Holdings) Limited

Name of the Company	Country of Incorporation	% of Holding as on 31st March, 2015	% of Holding as on 31 st March, 2014
Berger Paints Jamaica Limited	Jamaica	51.00	51.00
Berger Paints Trinidad Limited	Trinidad	70.00	70.00
Berger Paints Barbados Limited	Barbados	100	100

vii) Subsidiary of Sleek International Private Limited:

Name of the Company	Country of Incorporation	% of Holding as on 31st March, 2015	% of Holding as on 31 st March, 2014
Kitchen Grace (India) Private Limited *	India	100	86.01

*Sleek International Private Limited (SIPL) acquired an additional stake of 13.99% in January 2015 resulting in Kitchen Grace (India) Private Limited becoming a 100% subsidiary of SIPL.

(c) Key Managerial Personnel:

Name of the Director	Designation
K.B.S. Anand	Managing Director & CEO

(d) Promoters and their relatives having control:

Directors:	
Shri Ashwin Choksi	Non-Executive Chairman
Shri Ashwin Dani	Non-Executive Vice Chairman
Shri Mahendra Choksi	Non-Executive Director
Shri Abhay Vakil	Non-Executive Director (w.e.f. from 22 nd July, 2014)
Shri Amar Vakil	Non-Executive Director (retired on 26 th June, 2014)
Shri Malav Dani	Non-Executive Director
Ms. Amrita Vakil	Non-Executive Director (w.e.f. from 21 st May, 2014)

Relatives of promoters who are under the employment of the Company:

Shri Jalaj Dani*
Shri Manish Choksi**
Shri Jigish Choksi
Shri Varun Vakil
Shri Vivek Vakil

* Shri Jalaj Dani, a relative of Company's Non-Executive Vice Chairman is also a Non-Executive Chairman of Berger International Limited, Director on the Board of some of the subsidiary companies and one of the joint venture companies.

** Shri Manish Choksi, a relative of Company's Non-Executive Director is also on the Board of some of the subsidiary companies and one of the joint venture companies.

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS - 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

(e) Companies controlled by Directors/Relatives of Directors :

AR Intertect Design Pvt. Ltd.	Hitech Plast Ltd.	Riash Realty Private Ltd.
Avinash Holding and Trading Co. Pvt. Ltd.	Hydra Trading Pvt. Ltd.	Rangudyan Insurance Broking Services Ltd.
Asteroids Trading and Investments Pvt. Ltd.	ISIS Skills Development Pvt. Ltd.	Resins and Plastics Ltd.
Castle Investment and Industries Pvt. Ltd.	ISIS Holding and Trading Co. Pvt. Ltd.	Ricinash Oil Mill Ltd.
Centaurus Trading and Investments Pvt. Ltd.	Jalaj Trading and Investments Pvt. Ltd.	Rupen Investment and Industries Pvt. Ltd.
Clear Mipak Packaging and Solutions Ltd.	Jaldhar Trading and Investments Pvt. Ltd.	S.C. Dani Research Foundation Pvt. Ltd.
Coatings Specialities (India) Ltd.	Kalica Paper Industries Pvt. Ltd.	Sadavani Investments and Trading Co. Pvt. Ltd.
Canes Venatici Trading Company Pvt. Ltd.	Lambodar Investment and Trading Co. Ltd.	Sapan Investments Pvt. Ltd.
Dani Charitable Foundation	Lyon Investment and Industries Pvt. Ltd.	Satyadharma Investments and Trading Co. Pvt. Ltd.
Dani Finlease Ltd.	Murahar Investments and Trading Co. Ltd.	Smiti Holding and Trading Co. Pvt. Ltd.
Doli Trading and Investments Pvt. Ltd.	Navbharat Packaging Industries Ltd.	Sudhanva Investments and Trading Co. Pvt. Ltd.
Elcid Investments Ltd.	Nehal Trading and Investments Pvt. Ltd.	Suprasad Investments and Trading Co. Pvt. Ltd.
ELF Trading and Chemicals Mfg. Ltd.	Omega Properties Pvt. Ltd.	Suryakant Paint Accessories Pvt. Ltd.
Geetanjali Trading and Investments Pvt. Ltd.	Parekh Plast India Ltd.	Suptaswar Investments and Trading Co. Pvt. Ltd.
Gujarat Organics Ltd.	Pragati Chemicals Ltd.	Tru Trading and Investments Pvt. Ltd.
Germinait Solutions Pvt. Ltd.	Rayirth Holding and Trading Co. Pvt. Ltd.	Unnati Trading and Investments Pvt. Ltd.
Hiren Holdings Pvt. Ltd.	Rituh Holding and Trading Company Pvt. Ltd.	Vikatmew Containers Ltd.

(f) Employee Benefit Funds where control exists:

Asian Paints Office Provident Fund

Asian Paints Factory Employees' Provident Fund

Asian Paints Management Cadres' Superannuation Scheme

Asian Paints (India) Limited Employees' Gratuity Fund

(g) Other entity over which there is a significant control:

Asian Paints Charitable Trust

(h) Details of related party transactions during the year ended 31st March, 2015:

Particulars	Joint Venture	Subsidiaries	Key Managerial Personnel (1)	Promoters & their relatives having control (1)	Companies Controlled by Directors/Relatives	Employee benefit plans where control exists	Others	
							2014-15	2013-14
Sale of goods and other miscellaneous items	21.36	32.45	26.16	26.31	-	-	1.80	3.26
Processing of goods (Income)	29.34	30.61	-	-	-	-	-	-
Royalty Received	8.87	7.74	25.46	24.44	-	-	-	-
Other recoveries	10.52	11.02	6.31	3.40	-	-	-	-
Sitting Fees Received (from subsidiaries for nominee directors)	-	-	0.49	0.63	-	-	-	-
Other services - receipts	-	-	2.16	2.86	-	-	0.11	0.05
Other services - Paid	0.01	-	-	-	-	-	-	-
Reimbursement of Expenses - received	2.35	3.63	4.31	2.26	-	-	-	-
Dividend received	-	-	2.41	27.78	-	-	-	-
Purchase of goods	0.66	1.00	-	-	6.10	5.21	5.41 ⁽²⁾	4.37
Remuneration	-	-	-	-	-	-	0.21	0.21
Retirement benefits	-	-	-	-	-	-	1.47	1.06
Commission to Promoter Non-executive Directors	-	-	-	-	-	-	-	-
Sitting Fees Paid to Promoter Non-executive Directors	-	-	-	-	-	-	0.25	0.08
Indemnification Expenses Paid(R/Recovery)	(0.32)	1.24	-	-	-	-	-	-
Reimbursement of Expenses - Paid	0.05	0.46	1.20	1.53	-	-	-	-
Receipt of Employee Leave Liabilities	-	0.04	-	-	-	-	-	-
Payment of Employee Leave Liabilities	-	0.25	-	-	-	-	-	-

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

(₹ in Crores)

Particulars	Joint Venture	Subsidiaries	Key Managerial Personnel (1)	Promoters & their relatives having control (1)	Companies Controlled by Directors/Relatives	Employee benefit plans where control exists	Others
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15
Donation	-	-	-	-	-	-	-
Dividend Paid	-	-	-	#	61.31	48.58	242.52
Contributions during the year	-	-	-	-	-	-	191.92
Equity contribution (* Refer Note. 50)	32.00	15.50*	119.48	-	-	-	41.37
Loan given	-	-	0.28	0.14	-	-	25.19
Repayment of loan given	-	-	0.40	-	-	-	-
Sale of assets	0.09	-	-	-	0.49	-	-
Outstanding as at <u>31st March</u>	-	-	14.42	-	-	-	-
Advances Given	-	-	27.47	-	-	-	-
Loans	8.58	15.59	29.77	0.12	2.40	2.15	1.47
Amount receivables	0.01	1.38	0.34	-	-	1.06	0.93
Amount payable	-	-	-	-	-	0.23	0.12
					-	5.16	10.57
					-	-	3.00

Dividend paid to Key Managerial Personnel - current year ₹ 1,620 (previous year ₹ 1,285).

- Key Managerial Personnel and relatives of promoters who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per AS-15 (Revised) on Employee Benefits in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.
- Remuneration paid to relatives of promoters who are under the employment of the Company pursuant to the necessary approvals from the shareholders and the Central Govt., under Section 188 of the Companies Act, 2013.

The Company has issued letters of comfort to banks on behalf of some of its operating subsidiaries from time to time and the financial support based on such letters is limited to ₹ 37.29 crores as on 31st March, 2015 (₹ 233.26 crores as on 31st March, 2014).

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year:

	₹ in Crores)	
	2014-15	2013-14
Sale of goods		
PPG Asian Paints Private Limited	14.03	16.84
Asian Paints PPG Private Limited	7.33	15.61
Asian Paints (Nepal) Private Limited	11.99	11.79
Asian Paints (Bangladesh) Limited	5.10	4.92
Others	10.87	12.86
	49.32	62.02
Purchase of Goods		
Hitech Plast Limited	260.80	224.66
Parekhplast India Limited	87.76	16.29
Others	43.58	47.97
	392.14	288.92
Royalty Received		
SCIB Chemicals S.A.E., Egypt	11.91	12.72
Asian Paints PPG Private Limited	5.70	4.78
Others	16.72	14.68
	34.33	32.18
Contributions during the year		
Asian Paints Office Provident Fund	9.17	4.78
Asian Paints Factory Employees' Provident Fund	5.26	5.56
Asian Paints Management Cadres' Superannuation Scheme	1.98	1.72
Asian Paints (India) Limited Employees' Gratuity Fund	24.96	13.13
	41.37	25.19
Processing of Goods (Income)		
PPG Asian Paints Private Limited	17.53	18.22
Asian Paints PPG Private Limited	11.81	12.39
	29.34	30.61
Other Recoveries		
PPG Asian Paints Private Limited	6.29	6.55
Asian Paints PPG Private Limited	4.23	4.47
Sleek International Private Limited	2.54	0.62
Others	3.77	2.78
	16.83	14.42

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year: (Contd.)

	₹ in Crores	
	2014-15	2013-14
Reimbursement of Expenses – Received		
Asian Paints PPG Private Limited	1.94	2.36
Berger International Limited	1.09	0.13
PPG Asian Paints Private Limited	0.41	1.27
Others	3.22	2.13
	6.66	5.89
Reimbursement of Expenses – Paid		
Asian Paints PPG Private Limited	0.02	0.44
Berger Paints Singapore Pte Limited Singapore	0.41	0.60
SCIB Chemicals S.A.E	0.58	0.26
Berger Paints Emirates Limited	0.07	0.19
Others	0.17	0.50
	1.25	1.99
Sitting Fees Received		
Berger International Limited	0.49	0.63
	0.49	0.63
Others Services Receipt		
Asian Paints (International) Limited	0.61	-
SCIB Chemicals S.A.E.	0.54	0.72
Berger Paints Bahrain W.L.L.	0.28	0.51
Berger International Limited	-	1.36
Others	0.73	0.27
	2.16	2.86
Other Services Paid		
AR Intertect Design Private Limited	0.11	0.05
Asian Paints PPG Private Limited	0.01	-
	0.12	0.05
Dividend Received		
Asian Paints (International) Limited	-	25.75
Asian Paints (Nepal) Private Limited	2.41	2.03
	2.41	27.78
Remuneration		
Shri K.B.S. Anand	6.10	5.21
Shri Manish Choksi	2.56	2.07
Shri Jalaj Dani	2.37	1.91
Shri Jigish Choksi	0.13	0.12

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year: (Contd.)

(₹ in Crores)

	2014-2015	2013-2014
Shri Varun Vakil	0.23	0.19
Shri Vivek Vakil	0.12	0.08
	11.51	9.58
Retiral Benefits		
Shri Ashwin Choksi	0.07	0.07
Shri Ashwin Dani	0.07	0.07
Shri Abhay Vakil	0.07	0.07
	0.21	0.21
Commission to Promoter - Non Executive Directors		
Shri Mahendra Choksi	0.24	0.20
Shri Amar Vakil	0.03	0.18
Shri Ashwin Choksi	0.28	0.24
Shri Ashwin Dani	0.26	0.18
Shri Abhay Vakil	0.22	0.08
Mrs. Ina Dani	-	0.10
Shri Malav Dani	0.22	0.08
Ms. Amrita Amar Vakil	0.22	-
	1.47	1.06
Sitting Fees Paid to Promoter - Non-Executive Directors		
Shri Mahendra Choksi	0.05	0.02
Shri Amar Vakil (* Amount paid is ₹ 20,000)	*	0.01
Shri Ashwin Choksi	0.03	0.01
Shri Ashwin Dani	0.05	0.01
Mrs. Ina Dani	-	0.01
Shri Abhay Vakil	0.05	0.01
Shri Malav Dani	0.04	0.01
Ms. Amrita Amar Vakil	0.04	-
	0.25	0.08
Indemnification Expenses Paid/(Recovery)		
Asian Paints PPG Private Limited	(0.32)	1.24
	(0.32)	1.24
Payment of Employee Leave Liabilities		
PPG Asian Paints Private Limited	-	0.25
	-	0.25

Notes to Financial Statements

NOTE 48 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS 18) ON RELATED PARTY DISCLOSURES FOR THE YEAR ENDED 31ST MARCH, 2015. (Contd.)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year: (Contd.)

(₹ in Crores)

	2014-15	2013-14
Receipt of Employee's Leave Liabilities		
Asian Paints PPG Private Limited	-	0.04
	-	0.04
Donation		
Asian Paints Charitable Trust	-	1.50
	-	1.50
Equity Contribution		
Maxbhumi Developers Limited (Refer Note 50)	15.50	-
PPG Asian Paints Private Limited	-	16.00
Asian Paints PPG Private Limited	-	16.00
Sleek International Private Limited	-	119.48
	15.50	151.48
Loan Given		
Maxbhumi Developers Limited	0.28	0.14
	0.28	0.14
Repayment of Loan		
Maxbhumi Developers Limited	0.40	-
	0.40	-
Sale of Asset		
Resins & Plastics Limited	0.28	-
Gujarat Organics Limited	0.12	-
Asian Paints PPG Private Limited	0.09	-
Ricinash Oil Mills Limited	0.08	-
Pragati Chemicals Limited	0.01	-
	0.58	-
Dividend Paid to Companies controlled by Directors/Relatives		
Smiti Holding and Trading Company Private Limited	32.45	25.67
ISIS Holding and Trading Company Private Limited	31.73	25.10
Others	178.34	141.15
	242.52	191.92
Dividend Paid to Promoters and their Relatives having control		
Shri Abhay Vakil	17.07	13.51
Shri Amar Vakil	7.82	6.19
Others	36.42	28.88
	61.31	48.58

Notes to Financial Statements

NOTE 49 : SEGMENT REPORTING

As per the requirements of Accounting Standard 17 – Segment Reporting, the Company has identified Paints and Home Improvement as its business segments with effect from the current financial year. Home Improvement business represents bath fittings business acquired by the Company effective 1st June, 2014. During the previous year the Company had only one business segment. Hence, comparative figures for the previous period are not reported.

(₹ in Crores)

	2014-15		
	PAINTS	HOME IMPROVEMENT	TOTAL
REVENUE			
External Sales (Net)	11,566.99	81.84	11,648.83
Other Income	62.67	-	62.67
Total Revenue	11,629.66	81.84	11,711.50
RESULT			
Segment result	2,066.76	(9.82)	2,056.94
Unallocated Corporate expenses			(234.42)
Operating Profit			1,822.52
Finance cost			(27.13)
Interest Income			5.30
Dividends			68.86
Exchange difference			7.53
Profit on sale of short term investments			2.07
Profit on sale of long term investments			27.54
Loss on sale of assets			(0.15)
Miscellaneous Income			5.56
Sundry balances written back(net)			7.43
Exceptional item			14.04
Income taxes			(606.17)
Net Profit			1,327.40

Notes to Financial Statements

NOTE 49 : SEGMENT REPORTING (Contd.)

(₹ in Crores)

	2014-15		
	PAINTS	HOME IMPROVEMENT	TOTAL
OTHER INFORMATION			
Segment assets	5,111.32	93.63	5,204.95
Unallocated corporate assets			2,068.25
Total assets			7,273.20
Segment liabilities	2,126.06	28.17	2,154.23
Unallocated corporate liabilities			888.71
Total liabilities			3,042.94
Capital expenditure	209.24	48.07	257.31
Unallocated corporate capital expenditure			29.14
Total			286.45
Depreciation/impairment	197.02	5.13	202.15
Unallocated corporate depreciation/ impairment			23.37
Total			225.52

NOTE 50 : During the year, the Board of Directors of the Company approved the conversion of outstanding loan to Maxbhumi Developers Limited (a wholly owned subsidiary) amounting to ₹14.99 crores into 3,57,084 equity shares of Maxbhumi Developers Limited of face value ₹ 10 per equity share at a premium of ₹ 410 per equity share based on an independent valuation carried out. In addition to the above, the Company also subscribed to an additional 11,916 equity shares of the face value of ₹ 10 per equity share at a premium of ₹ 410 per equity share.

NOTE 51 : EXCEPTIONAL ITEMS:

(₹ in Crores)

	2014-2015	2013-2014
Voluntary Retirement/ Separation Scheme compensation (Refer Note A below)	25.16	-
Provision for Impairment of Fixed Assets (Refer Note B below)	2.41	9.96
Reversal of provision for diminution in the value of non-current investment (Refer Note C below)	(14.04)	-
Total exceptional items (net)	13.53	9.96

- The Company has discontinued the manufacturing activities at its Bhandup Plant with effect from 5th May, 2014. A "Voluntary Retirement/Separation Scheme" along with an alternate option of relocation to other factories/establishments of the Company was offered to all the workmen at the plant in the month of April, 2014. All workmen have accepted either the Voluntary Retirement/Separation Scheme or relocation to another factory/establishment of the Company. The liability on account of the above amounting to ₹ 25.16 crores is recognized and disclosed in "Exceptional Items" in the Statement of Profit and Loss for the year ended 31st March, 2015.
- The Company has recognized provision for impairment in respect of Fixed Assets at Bhandup Plant for an amount of ₹ 2.41 crores (Previous year ₹ 9.96 crores). The same is included under "Impairment" in Note 10 and disclosed in "Exceptional Items" in the Statement of Profit and Loss.
- The Company was carrying a provision of ₹ 14.04 crores in respect of the diminution in carrying value of its investment in Asian Paints (International) Limited, Mauritius in the earlier years. Based on the assessment of the fair value of the investment as at 31st March 2015, the provision for diminution has been reversed in the current year. The same is disclosed in "Exceptional items" in the Statement of Profit and Loss.

Notes to Financial Statements

NOTE 52 : CORPORATE SOCIAL RESPONSIBILITY EXPENSES:

A. Gross amount required to be spent by the Company during the year 2014-15 - ₹ 29.87 crores
 B. Amount spent during the year on:

	In cash*	Yet to be paid in cash	Total
i Construction/Acquisition of any assets	-	-	-
ii Purposes other than (i) above	15.46	3.55	19.01
	15.46	3.55	19.01

* Represents actual outflow during the year.

C. Related party transactions in relation to Corporate Social Responsibility: NIL
 D. Provision movement during the year 2014-15

	₹ in crores)
Opening provision	-
Addition during the year	3.55
Utilised during the year	-
Closing provision	3.55

NOTE 53 : Previous year's figures have been regrouped, reclassified wherever necessary to correspond with the current year classification/disclosure.

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
 CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants
 Firm's Registration No. 101248W/W-100022

Bhavesh Dhupelia

Partner
 Membership No: 042070

Mumbai
 18th May, 2015

Ashwin Choksi

Chairman
 DIN: 00009095

Dipankar Basu

Chairman of Audit Committee
 DIN: 00009653

Mumbai
 18th May, 2015

K.B.S. Anand

Managing Director & CEO
 DIN: 03518282

Jayesh Merchant

CFO & Company Secretary,
 President - Industrial JVs

Consolidated Financial Statements

Independent Auditors' Report

To the Members of Asian Paints Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Asian Paints Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled companies, comprising the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, Consolidated Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21, Consolidated Financial Statements and Accounting Standard 27, Financial Reporting of Interest in Joint Ventures). The respective Board of Directors of the companies included in the Group and of its jointly controlled companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its jointly controlled companies and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are

required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries and jointly controlled companies, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of Consolidated Balance Sheet, of the consolidated state of affairs of the Group and its jointly controlled companies as at 31st March, 2015;
- ii) in the case of the Consolidated Statement of Profit and Loss, of the consolidated profits for the year ended on that date; and
- iii) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date

Other Matter

The financial statement of a subsidiary, whose financial statement reflect total assets of ₹ 141.66 crores as at 31st March, 2015, total revenues of ₹ 121.81 crores and net cash outflows amounting to ₹ 15.52 crores for the year then ended, as considered in consolidated financial statements, have been jointly audited by us with other joint auditor, Doshi Praveen & Co., Chartered Accountants.

We did not audit the financial statements of subsidiaries and jointly controlled companies as mentioned in Annexure III to this report, whose financial statement reflect total assets of ₹ 1,969.02 crores as at 31st March, 2015, total revenues of ₹ 2,351.74 crores and net cash inflows amounting to ₹ 37.87 crores for the year then ended, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and the jointly controlled company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled company, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiaries companies, and jointly controlled companies incorporated in India, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by sub-section 3 of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of a subsidiaries and jointly controlled companies, as noted in the 'Other Matter' paragraph, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated

Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the relevant assertion contained in the audit reports on standalone financial statements of each subsidiaries companies and the jointly controlled companies which are incorporated in India, none of the Directors of any such company are disqualified as on 31st March, 2015 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of subsidiaries and jointly controlled companies, as noted in the 'Other Matter' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company, its subsidiary companies and its jointly controlled companies – Refer note 26 (a) and note 34 to the consolidated financial statements.
- ii. The Holding Company, its subsidiary companies and jointly controlled companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India.

For B S R & Co. LLP
 Chartered Accountants
 Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
 Partner
 Membership No: 042070
 Mumbai
 18th May, 2015

Annexure I to the Independent Auditors' Report

(Referred to in our report of even date)

As stated in Para 1 of 'Report on Other Legal and Regulatory Requirements' in our Auditors' Report of even date, the following statement is based on the comments in the auditors' reports on the standalone financial statements of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India.

- (i) (a) The Holding Company, its subsidiary companies and jointly controlled companies incorporated in India have maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Holding Company, its subsidiary companies and jointly controlled companies incorporated in India have a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner largely over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India and the nature of its assets. In accordance with this programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the respective management of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India during the year. In our opinion, the frequency of such verification is reasonable. In respect of inventory lying with third parties of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India, written confirmations have been obtained wherever applicable. However two of its subsidiary companies do not hold any inventories; therefore paragraph 3(ii) of the order is not applicable to these subsidiary companies.
- (b) The procedures for the physical verification of inventories followed by the management as referred to above are reasonable and adequate in relation to the size of the Holding Company, its subsidiary companies and its jointly controlled companies incorporated in India and the nature of its business.
- (c) The Holding Company, its subsidiary companies and jointly controlled companies incorporated in India are maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Holding Company, its subsidiary companies and jointly controlled companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained by these companies under Section 189 of the Act. Accordingly, paragraph 3 (iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations obtained by the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India, and having regard to the explanation, that purchases of certain items of inventories and fixed assets are for specialised requirements and similarly certain goods sold are for the specialised requirements of the buyers and suitable alternative sources are not available to obtain comparable quotations, these companies have an adequate internal control system commensurate with the respective size of each company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. There are no major weaknesses in the internal control system in any of these companies.
- (v) The Holding Company, its subsidiary companies and its jointly controlled companies incorporated in India have not accepted any deposits in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- (vi) The statutory auditors of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India have broadly reviewed the books of account maintained by each company pursuant to the rules prescribed by the Central Government for maintenance of cost records under sub-section 1 of Section 148 of the Act wherever applicable and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. However in case of four subsidiary companies and one jointly controlled company, the Central Government has not prescribed the maintenance of cost records under sub-section 1 of Section 148 of the Companies Act, 2013, for the products and services of these companies.

(vii) (a) According to the information and explanations given to the statutory auditors and on the basis of our examination of the records of the Holding Company, its subsidiary companies and jointly controlled companies, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, Professional tax and other material statutory dues, as applicable, have been generally regularly deposited during the year by these companies with appropriate authorities to the extent applicable to these companies.

According to the information and explanations given to the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India, no undisputed dues in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Value added tax, Cess, Professional tax and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India, there are no dues of Wealth tax, Entry tax and Cess which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned in Annexure II to this report.

(c) According to the information and explanations given to and on the basis of the examination by the statutory auditors of the records of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India, the amounts required to be transferred by the Holding Company to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time. The subsidiary companies and the jointly controlled companies incorporated in India did not have any dues on account of Investor Education and Protection Fund.

(viii) On a consolidated basis, the Holding Company, its subsidiaries and jointly controlled companies, incorporated in India do not have any accumulated losses at the end of

the financial year and have not incurred cash losses in the financial year and in the immediately preceding financial year.

(ix) According to the information and explanations given to the respective statutory auditors, the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India have not defaulted in repayment of their respective dues to their financial institutions and banks, where applicable. The Holding Company, its subsidiary companies and jointly controlled companies incorporated in India did not have any outstanding debentures during the year.

(x) According to the information and explanations given to the respective statutory auditors, the Holding Company, its subsidiary companies and jointly control companies incorporated in India have not given any guarantee for loan taken by others from bank or financial institution.

(xi) In our opinion and according to the information and explanations obtained by the respective statutory auditors, the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India have not raised any term loan during the year other than, a term loan taken by one subsidiary company which has been applied for the purpose for which it was obtained.

(xii) According to the information and explanations given to the respective statutory auditors of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India no instances of material fraud on or by each company have been noticed or reported during the course of audit by the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India.

For B S R & Co. LLP
 Chartered Accountants
 Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
 Partner
 Membership No: 042070
 Mumbai
 18th May, 2015

Annexure II to the Independent Auditors' Report

31st March, 2015

(Referred to in our report of even date)

Name of the Company	Relationship	Name of the Statute	Nature of dues	Financial Year	Amount under dispute	Amount paid under protest	Forum where dispute is pending
					(₹ in Crores)	(₹ in Crores)	
Asian Paints Limited	Holding Company	Sales Tax	Assessment Dues	F.Y. 1994-95 to 1999-00, F.Y 2000-01 to 2014-15	31.30	9.69	First Appellate Authority
Asian Paints Limited	Holding Company	Sales Tax	Assessment Dues	F.Y 2008-09	0.31	-	Second Appellate Authority
Asian Paints Limited	Holding Company	Sales Tax	Assessment Dues	F.Y. 1991-92, F.Y. 1993-94, F.Y. 1996-97 to 1998-00, F.Y. 2000-01 to 2011-12	13.94	5.49	Tribunal
Asian Paints Limited	Holding Company	Sales Tax	Assessment Dues	F.Y 1993-94, F.Y. 1997-98, F.Y. 2000-01 to 2005-06, F.Y 2007-08	1.15	0.52	High court
Asian Paints Limited	Holding Company	Sales Tax	Assessment Dues	F.Y. 1992-93, F.Y. 1993-94, F.Y. 2001-02 to 2008-09.	2.48	1.46	Supreme Court
Asian Paints Limited	Holding Company	Central Excise Act 1944	Dispute relating to Excise duty	F.Y. 1981-83, F.Y. 1994-98 and F.Y. 2004-05	1.47	-	Adjudicating Authority
Asian Paints Limited	Holding Company	Central Excise Act 1944	Dispute relating to Excise duty	F.Y. 1992-93 to 1997-98, F.Y. 2000-01, F.Y. 2003-04 to 2007-08, F.Y. 2012-13 and F.Y. 2014-15.	1.46	0.04	First Appellate Authority
Asian Paints Limited	Holding Company	Central Excise Act 1944	Dispute relating to Excise duty	F.Y. 1992-93 to 2011-12 and F.Y. 2013-14	6.00	1.74	Second Appellate level
Asian Paints Limited	Holding Company	Central Excise Act 1944	Dispute relating to Excise duty	F.Y. 1969-73, F.Y. 1998-99 to 1999-00	0.09	-	High Court
Asian Paints Limited	Holding Company	Income Tax Act, 1961	IT matters under dispute	A.Y. 2007-08	1.13	-	Assessing officer
Asian Paints Limited	Holding Company	Income Tax Act, 1961	IT matters under dispute	A.Y. 2010-11 and A.Y. 2011-12	49.98	12.64	First Appellate Authority
Asian Paints Limited	Holding Company	Income Tax Act, 1961	IT matters under dispute	A.Y. 2006-07 and A.Y. 2009-10	1.03	1.03	Tribunal
Asian Paints Industrial Coatings Limited	Subsidiary Company	Sales Tax	Assessment Dues	F.Y. 2003-04 and F.Y. 2004-05	1.32	0.53	Assessing Authority
Asian Paints Industrial Coatings Limited	Subsidiary Company	Sales Tax	Assessment Dues	F.Y. 2004-05 to 2006-07	2.04	0.77	First Appellate Authority

Name of the company	Relationship	Name of the Statute	Nature of dues	Financial Year	Amount under dispute	Amount paid under protest	Forum where dispute is pending
					(₹ in Crores)	(₹ in Crores)	
Asian Paints Industrial Coatings Limited	Subsidiary Company	Sales Tax	Assessment Dues	F.Y. 2003-04 and F.Y. 2009-10	0.29	0.16	Tribunal
Asian Paints Industrial Coatings Limited	Subsidiary Company	Income Tax Act, 1961	Assessment Dues	A.Y 2009-10 to 2012-13	0.75	-	First Appellate/ Remanded to Assessing authority
Kitchen Grace (India) Private Limited	Indirect Subsidiary Company	Maharashtra Value Added Tax Act, 2002	Assessment Dues	F.Y. 2003-04 to 2005-06	0.83	0.07	First Appellate Authority
Kitchen Grace (India) Private Limited	Indirect Subsidiary Company	Maharashtra Value Added Tax Act, 2002	Assessment Dues	F.Y. 2008-09 to 2011-12	1.09	0.08	Assessing Officer
Asian Paints PPG Private Limited	Jointly Controlled Company	Sales Tax	Assessment Dues	F.Y. 2011-12 and F.Y. 2012-13	1.09	0.03	Assessing Officer
Asian Paints PPG Private Limited	Jointly Controlled Company	Sales Tax / Value Added Tax	Assessment Dues	F.Y. 2011-12, 2012-13 and 2013-14	0.55	0.14	First Appellate Authority
PPG Asian Paints Private Limited	Jointly Controlled Company	Sales Tax / Value Added Tax	Assessment Dues	F.Y. 2005-06 to 2011-12	3.34	1.13	First Appellate Authority
PPG Asian Paints Private Limited	Jointly Controlled Company	Sales Tax / Value Added Tax	Assessment Dues	F.Y. 2004-05 to 2010-11	19.07	6.34	Tribunal
PPG Asian Paints Private Limited	Jointly Controlled Company	Sales Tax / Value Added Tax	Assessment Dues	F.Y. 2007-08 to 2011-12	3.43	0.29	High court
PPG Asian Paints Private Limited	Jointly Controlled Company	Income Tax Act, 1961	Assessment Dues	F.Y. 2007-08 and F.Y. 2011-12	11.28	-	First Appellate Authority
PPG Asian Paints Private Limited	Jointly Controlled Company	Income Tax Act, 1961	Assessment Dues	F.Y. 2007-08	7.88	5.13	High court
Faaber Paints Private Limited	Jointly Controlled Company	Sales Tax / Value Added Tax	Assessment Dues	F.Y. 2003-04 to 2004-05	1.74	-	First Appellate Authority

For B S R & Co. LLP
 Chartered Accountants
 Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
 Partner
 Membership No: 042070
 Mumbai
 18th May, 2015

Annexure III to the Independent Auditors' Report

(Referred to in our report of even date)

The following subsidiaries have not been audited by B S R & Co. LLP, which are considered for the consolidation of Asian Paints Limited:

Name of the Company	Accounting Period	Subsidiary	Total Assets*	Total Revenue*	Net cash inflow / (outflow)*	(₹ in Crores)
						Name of Auditor
Asian Paints (Nepal) Private Limited	15 Mar 14 – 14 Mar 15	Direct	120.46	160.27	4.45	T.R Upadhyay & Co.
• Kitchen Grace (India) Private Limited	Apr 14 - Mar 15	Indirect	15.45	10.81	-	L. B. Bapat & Associates
Asian Paints (International) Limited (APIL) #	Apr 14 - Mar 15	Direct	251.05	27.58	(4.04)	Deloitte, Mauritius
APIL Consolidated comprising of:-						
• Asian Paints (South Pacific) Limited	Apr 14 - Mar 15	Indirect	65.73	94.01	1.55	Ernst & Young
• Asian Paints (Tonga) Limited	Apr 14 - Mar 15	Indirect	8.56	8.67	(0.29)	Ernst & Young
• Asian Paints (S.I.) Limited	Apr 14 - Mar 15	Indirect	16.10	13.88	(0.84)	Ernst & Young
• Asian Paints (Vanuatu) Limited	Apr 14 - Mar 15	Indirect	4.55	5.70	(0.75)	Ernst & Young
• Asian Paints (Lanka) Limited	Apr 14 - Mar 15	Indirect	62.44	90.97	(1.03)	KPMG, Sri Lanka
• Asian Paints (Bangladesh) Limited	Apr 14 - Mar 15	Indirect	144.16	211.67	15.17	Rahman Rahman Huq, KPMG
• Asian Paints (Middle East) LLC	Apr 14 - Mar 15	Indirect	123.55	107.78	(3.05)	BDO
• SCIB Chemicals S.A.E.	Apr 14 - Mar 15	Indirect	262.40	464.67	8.00	Saleh, Barsoum and Abdel-Aziz
• Berger International Limited, Singapore ##	Apr 14 - Mar 15	Indirect	569.29	649.24	18.97	Deloitte & Touche LLP
• Samoa Paints Limited	Apr 14 - Mar 15	Indirect	5.35	6.72	0.72	Lesa ma Penn

Represents figures of Standalone financial statements of Asian Paints (International) Limited.

Represent figures of consolidated financial statements (as per Indian Generally Accepted Accounting Principles) of Berger International Limited.

* Total assets and Net cash flow are computed at closing conversion rate. Total revenue is computed at average conversion rate.

i) Subsidiaries of Berger International Limited, Singapore:

	Accounting period
Berger Paints Singapore Pte Ltd.	Apr 14 - Mar 15
Enterprise Paints Limited	Apr 14 - Mar 15
Universal Paints Limited	Apr 14 - Mar 15
Lewis Berger (Overseas Holdings) Limited	Apr 14 - Mar 15
Kadisco Paint and adhesive Industry S.C. Ethiopia	Jul 14 - Mar 15
PT Asian Paints, Indonesia	Dec 14 - Mar 15

ii) Subsidiary of Enterprise Paints Limited:

Nirvana Investments Limited	Apr 14 - Mar 15
-----------------------------	-----------------

iii) Subsidiary of Nirvana Investments Limited:

Berger Paints Emirates LLC	Apr 14 - Mar 15
----------------------------	-----------------

iv) Subsidiaries of Lewis Berger (Overseas Holdings) Limited:

Berger Paints Jamaica Limited	Apr 14 - Mar 15
Berger Paints Trinidad Limited	Apr 14 - Mar 15
Berger Paints Barbados Limited	Apr 14 - Mar 15

v) **Subsidiary of Universal Paints Limited:**

Berger Paints Bahrain W.L.L.	Apr 14 - Mar 15
------------------------------	-----------------

vi) **The Joint Venture Company has not been audited by B S R & Co. LLP (in which the Company has 50% equity interest)**

PPG Asian Paints Private Limited, a joint venture between the Parent Company and PPG Industries Securities LLC., U.S.A., wherein the Parent Company has 50% equity participation:

Name of the Company	Accounting Period	Joint Venture	(₹ in Crores)			Name of Auditor
			Proportionate share of Total Assets*	Proportionate share of Total Revenues*	Proportionate net cash inflow / (outflow)*	
PPG Asian Paints Private Limited ^	Apr 14- Mar 15	Direct	319.93	499.77	(0.98)	Price Waterhouse & Co Bangalore LLP

^ Represents figures of consolidated financial statements of PPG Asian Paints Private Limited.

* Total assets and Net cash flow are computed at closing conversion rate. Total revenue is computed at average conversion rate.

vii) **Subsidiary of PPG Asian Paints Private Limited**

Faaber Paints Private Limited	Apr 14- Mar 15
PPG Asian Paints Lanka Private Limited	Apr 14- Mar 15

For B S R & Co. LLP
 Chartered Accountants
 Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
 Partner
 Membership No: 042070
 Mumbai
 18th May, 2015

Consolidated Balance Sheet

as at 31st March, 2015

	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	95.92	95.92
Reserves and Surplus	3	4,646.44	3,943.30
		4,742.36	4,039.22
Minority Interest		263.67	246.02
NON CURRENT LIABILITIES			
Long Term Borrowings	4	78.28	41.40
Deferred Tax Liabilities (Net)	5	180.14	190.01
Other Long Term Liabilities	6	11.13	9.13
Long Term Provisions	7	119.67	93.06
		389.22	333.60
CURRENT LIABILITIES			
Short Term Borrowings	8	331.62	198.63
Trade Payables	9	1,548.75	1,745.72
Other Current Liabilities	10	997.45	938.90
Short Term Provisions	7	639.41	575.50
		3,517.23	3,458.75
TOTAL		8,912.48	8,077.59
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11 A	2,290.16	2,330.74
Intangible Assets	11 B	124.07	89.45
Capital work-in-progress		196.00	71.60
		2,610.23	2,491.79
Goodwill on consolidation	27 C	245.81	141.39
Non-current Investments	12	385.88	371.13
Deferred Tax Assets (Net)	5	0.20	2.19
Long Term Loans and Advances	13	278.46	130.39
Other Non Current Assets	14	36.71	25.50
CURRENT ASSETS			
Current Investments	15	1,201.91	1,052.42
Inventories	16	2,258.52	2,069.86
Trade Receivables	17	1,179.85	1,110.30
Cash and Bank Balances	18	204.36	229.00
Short Term Loans and Advances	13	261.95	284.48
Other Current Assets	19	248.60	169.14
		5,355.19	4,915.20
TOTAL		8,912.48	8,077.59

Notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors of

Asian Paints Limited

CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia

Partner

Membership No: 042070

Mumbai

18th May, 2015

Ashwin Choksi

Chairman

DIN: 00009095

Dipankar Basu

Chairman of Audit Committee

DIN: 00009653

K.B.S. Anand

Managing Director & CEO

DIN: 03518282

Jayesh Merchant

CFO & Company Secretary,

President - Industrial JVs

Consolidated Statement of Profit and Loss

for the year ended 31st March 2015

	Notes	Year 2014-15	Year 2013-14
(I) INCOME			
Revenue from sale of goods and services (Net of discounts)	20 A	15,473.19	13,889.10
Less: Excise duty		1,467.86	1,307.46
Revenue from sale of goods and services (Net of discounts and excise duty)		14,005.33	12,581.64
Other Operating Revenue	20 B	177.48	133.17
Other Income	21	169.71	134.22
TOTAL REVENUE (I)		14,352.52	12,849.03
(II) EXPENSES			
Cost of Materials Consumed	22A	7,531.17	7,025.28
Purchases of Stock-in-Trade	22B	588.37	405.72
Changes in inventories of finished goods, work in progress and stock-in-trade	22C	(148.07)	(90.28)
Employee Benefits Expense	23	907.11	759.71
Other Expenses	24	3,068.82	2,616.49
TOTAL (II)		11,947.40	10,716.92
EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA) (I) - (II)		2,405.12	2,132.11
Depreciation and Amortisation Expense	11	265.92	245.66
Finance Costs	25	34.76	42.22
PROFIT BEFORE EXCEPTIONAL ITEMS & TAX		2,104.44	1,844.23
Exceptional Items	28	27.57	9.96
PROFIT BEFORE TAX		2,076.87	1,834.27
Less : Tax Expenses			
Current Tax		658.70	536.40
(Excess)/Short tax provision for earlier years		(1.11)	1.36
Deferred Tax (benefit)/expense	5	(8.05)	33.75
Total Tax Expenses		649.54	571.51
PROFIT AFTER TAX		1,427.33	1,262.76
Minority Interest		32.18	43.95
Net Profit Attributable to shareholders		1,395.15	1,218.81
Earnings per share (₹) Basic and diluted	32	14.54	12.71
(Face value of ₹ 1 each)			
Notes are an integral part of the financial statements.			

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
 CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia

Partner

Membership No: 042070

Mumbai

18th May, 2015

Ashwin Choksi

Chairman

DIN: 00009095

Dipankar Basu

Chairman of Audit Committee

DIN: 00009653

Mumbai

18th May, 2015

K.B.S. Anand

Managing Director & CEO

DIN: 03518282

Jayesh Merchant

CFO & Company Secretary,

President - Industrial JVs

Consolidated Cash Flow Statement

for the year ended 31st March 2015

(₹ in Crores)

	2014-15	2013-14
(A) Cash Flow From Operating Activities		
Profit Before Tax	2,076.87	1,834.27
Adjustments for :		
Depreciation, amortisation and exceptional item	268.33	255.62
Loss/(Profit) on sale of long term investments	(27.56)	(9.61)
Loss/(Profit) on sale of short term investments	(4.26)	(2.68)
Loss/(Profit) on Sale of assets	(2.69)	(7.11)
Finance costs	34.76	42.22
Provision for doubtful debts and advances	10.66	4.74
Bad debts written off	2.80	1.35
Interest income	(10.78)	(13.32)
Dividend income	(70.61)	(65.47)
Net unrealised foreign exchange (gain)/loss	8.27	(2.86)
Effect of exchange rates on translation of operating cashflows	(14.92)	13.49
Operating Profit before working capital changes	2,270.87	2,050.64
Adjustments for :		
Increase in Inventories *#	(144.22)	(230.77)
Increase in Trade and Other Receivables *#	(154.87)	(254.36)
(Increase)/decrease in Trade and Other Payables *#	(151.15)	316.68
Cash generated from Operations	1,820.63	1,882.19
Income Tax paid (net of refund) #	(632.94)	(480.16)
Net Cash generated from operating activities	1,187.69	1,402.03
(B) Cash Flow from Investing Activities		
Purchase of fixed assets *#	(453.78)	(251.01)
Sale of fixed assets	16.13	15.63
Purchase of long term investments *	(242.79)	(871.59)
Purchase of short term investments	(62.20)	-
Sale of long term investments	335.54	460.25
Proceeds from sale of short term Investments (Net)	4.26	2.68
(Investments)/Maturity of bank deposits (having original maturity more than three months)	3.29	(4.54)
Interest received	10.99	13.88
Dividend received	70.61	65.47
Amount infused by Minority Stakeholders in subsidiaries	-	22.93
Amount paid towards additional stake acquisition in subsidiary [Refer Note 27 C (b)]	(6.79)	-
Amount paid towards Ess Ess business acquisition [Refer Note 27 C (e)]	(36.48)	-
Amount paid towards stake acquisition in subsidiary [Refer Note 27 C (c)]	(116.54)	(58.90)
Net Cash used in investing activities	(477.76)	(605.20)
(C) Cash Flow from Financing Activities		
Proceeds from long term borrowings #	43.16	1.82
Repayment of long term borrowings *	(8.79)	(19.36)
Proceeds from short term borrowings #	195.60	42.61
Repayment of short term borrowings # * \$	(76.89)	(61.98)
Finance costs paid	(34.51)	(42.31)
Dividend and Dividend tax paid (including dividend paid to Minority)	(693.54)	(546.69)
Net Cash used in financing activities	(574.97)	(625.91)

	₹ in Crores)	
	2014-15	2013-14
(D) Net Increase/(Decrease) in cash and cash equivalents	134.96	170.92
Cash and cash equivalents as at 1 st April	926.37	736.24
Net effect of exchange gain/(loss) on cash and cash equivalents	2.47	16.62
Cash and Cash Equivalents acquired pursuant to stake acquisition in subsidiary [Refer Note 27C (a) and 27C (c)]	10.30	2.59
Cash and cash equivalents as at 31st March	1,074.10	926.37
# Current year figures are net of adjustments pursuant to stake acquired in subsidiary [Refer Note 27 C (c)] and adjustments pursuant to Ess Ess acquisition (Refer Note 27 C (e)).		
§ Includes repayment of borrowings taken over pursuant to acquisition (Refer Note 27 C (e)).		
* Previous year figures are net of adjustments pursuant to stake acquired in Sleek International Pvt. Ltd. [Refer Note 27 C (a)].		

Notes :

(a) The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Accounting Standard-3 on Cash Flow Statement.

	₹ in Crores)	
	As at 31.03.2015	As at 31.03.2014
(b) Cash and Cash Equivalent comprises of :		
Cash on hand	8.54	2.86
Balances with Banks:		
- Current Accounts	128.99	150.50
- Cash Credit Accounts	3.70	3.30
- Deposits with Bank with maturity less than 3 months	23.12	46.23
Cheques on hand	31.14	15.07
Unpaid dividend and fractional shares account @	7.17	6.05
Cash and cash equivalents (Refer Note 18)	202.66	224.01
Add: Investment in Liquid mutual funds and Government Securities - Unquoted [Refer Note 15 (I) (A+B)]	24.85	12.76
Add: Investment in Liquid mutual funds - Quoted [Refer Note 15 (II)B]	846.59	689.60
	1,074.10	926.37

@ The Group can utilise these balances only towards settlement of unclaimed dividend and fractional shares.

(c) Previous year's figures have been regrouped, wherever necessary.

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
 CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants
 Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia

Partner
 Membership No: 042070

Mumbai

18th May, 2015

Ashwin Choksi

Chairman
 DIN: 00009095

Dipankar Basu

Chairman of Audit Committee
 DIN: 00009653

Mumbai

18th May, 2015

K.B.S. Anand

Managing Director & CEO
 DIN: 03518282

Jayesh Merchant

CFO & Company Secretary,
 President - Industrial JVs

Notes to Consolidated Financial Statements

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of Consolidated Financial Statements

(a) Basis of Accounting

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 1956, to the extent applicable.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

(c) Current/Non-Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. it is expected to be realized or settled or is intended for sale or consumption in the Group's normal operating cycle;
- ii. it is expected to be realized or settled within twelve months from the reporting date;
- iii. in the case of an asset,
 - it is held primarily for the purpose of being traded; or
 - it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date
- iv. in the case of a liability, the Group does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current/non-current classification of assets and liabilities, all the Group companies have ascertained their normal operating cycle as 12 months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

1.2 Tangible and Intangible Assets

(a) Tangible Fixed Assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation and impairment. The cost of fixed assets comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Expenses directly attributable to new manufacturing facility during its construction period are capitalized. Know-how related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant tangible asset heads. Profit or loss on disposal of tangible assets is recognised in the Statement of Profit and Loss.

Tangible Fixed assets held for disposal are stated at the lower of their net book value and net realizable value and are disclosed separately under 'Other Current Assets'. Any expected loss is recognised immediately in the Statement of Profit and Loss.

(b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any. Profit or loss on disposal of intangible assets is recognised in the Statement of Profit and Loss.

Goodwill

Goodwill arising on the acquisition of a business represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets and liabilities of the business recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

The unamortized carrying value of goodwill is tested for impairment as at each balance sheet date. For the

Notes to Consolidated Financial Statements

purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the business combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised in goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(c) Capital Work in Progress & Capital Advances

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long Term Loans & Advances.

(d) Depreciation and Amortization

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful lives of the assets as estimated by the management and is charged to the Statement of Profit and Loss. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on tinting systems leased to dealers, is provided under Straight Line Method over the estimated useful life of nine years as per technical evaluation.

Leasehold land and Leasehold improvements are amortized over the primary period of lease.

Intangible Assets are amortised on a Straight Line basis over the estimated useful economic life. Purchase cost, user license fees and consultancy fees for major software are amortized over a period of four years. Acquired Goodwill is amortised over a period of ten years.

Estimated useful life of each acquired Brand is assessed separately for the purpose of amortisation.

Brand acquired pursuant to acquisition of bath fittings business is amortised over a period of two years.

(e) Impairment

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment of the carrying amount of the Group's fixed assets. If any such indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount upto an extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the Statement of Profit and Loss for the year.

After recognition of an impairment loss or reversal of an impairment loss, as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), over its remaining useful life.

1.3 Revenue Recognition

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of sales tax / VAT and net of returns and discount. Sales are stated gross of excise duty as well as net of excise duty (on goods manufactured and outsourced); excise duty being the amount included in the amount of gross turnover. The excise duty related to the difference between the closing stock and opening stock is recognised separately as part of 'changes in inventories of finished goods, work-in-progress and stock-in-trade'.

Revenue from painting and related service is recognised by reference to the stage of completion of the transaction at the Balance Sheet date determined by services performed to date as a percentage of total services.

Revenue from other sale of services is recognized as per the completed service contract method.

Processing income is recognised on accrual basis as per contractual arrangements.

Notes to Consolidated Financial Statements

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on the time proportion basis.

1.4 Lease Accounting

Assets taken on lease:

In respect of operating leases, lease rentals are recognised as an expense in the Statement of Profit and Loss on straight line basis over the lease term.

In respect of assets obtained on finance leases, assets are recognised at lower of the fair value at the date of acquisition and present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. The excess of lease payments over the recorded lease obligations are treated as 'finance charges' which are allocated to each lease term so as to produce a constant rate of charge on the remaining balance of the obligations.

Assets given on lease:

In respect of assets provided on finance leases, amounts due from lessees are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

1.5 Inventory

- (a) Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Damaged, unserviceable and inert stocks are valued at net realizable value.
- (b) In determining cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.
- (c) Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an

appropriate share of fixed and variable production overheads, excise duty as applicable and other cost incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

1.6 Investments

Investments are classified into current and long-term investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which are expected to be realized within 12 months from Balance Sheet date is also presented under "Current Investments" under "Current portion of long term investments" in consonance with the current / non-current classification of Schedule III of the Act.

Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Long-term investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary, in the opinion of the management. Reversal of such provision for diminution is made when there is a rise in the value of long-term investments, or if the reasons for the decline no longer exist.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

1.7 Transactions and translations in foreign currency

Initial recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and loss of the year.

Measurement of foreign currency items at the Balance Sheet date

Foreign currency monetary items are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognised in the Statement of Profit and Loss.

Notes to Consolidated Financial Statements

Forward exchange contracts

The Group enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Group does not enter into any derivative instruments for trading or speculative purposes.

The premium or discount arising at the inception of forward exchange contract is amortized and recognised as an expense/income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

Translation of financial statements of foreign entities

In case of foreign subsidiaries, being Non-Integral Foreign Operations, income and expense items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rate prevailing at the end of the year. The resultant translation gains and losses are disclosed as 'Foreign Currency Translation Reserve' under 'Reserves and Surplus'.

1.8 Trade Receivables

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful. Discounts due, yet to be quantified at the customer level are included under Other Current Liabilities.

1.9 Employee Benefits

(A) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised in the period in which the employee renders the related service. The Group recognises the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

(B) Post-employment benefits:

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into state managed retirement benefit schemes and will have no

legal or constructive obligation to pay further contributions, if any of the state managed funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. The Group's contributions to defined contribution plans are recognised in the Statement of Profit and Loss in the financial year to which they relate.

The Parent Company and its Indian subsidiaries/ Joint Ventures operate defined contribution plans pertaining to Employee State Insurance Scheme and Government administered Pension Fund Scheme for all applicable employees and the Parent Company operates a Superannuation scheme for eligible employees. Few Indian Subsidiaries and one of the Joint Ventures also operate Defined Contribution Plans pertaining to Provident Fund Scheme.

(b) Defined benefit plans

(i) Provident Fund Scheme (Funded)

The Parent Company and one of its Joint Venture operate a provident fund scheme by paying contribution into separate entities (funds). The minimum interest payable by the trust to the beneficiaries is being notified by the Government every year. These entities have an obligation to make good the shortfall, if any, between the return on investments of the trust and the notified interest rate.

(ii) Gratuity Scheme (Funded)

The Parent Company, its Indian subsidiaries/ Joint Ventures and some of its foreign subsidiaries operate a gratuity scheme for employees. The contribution is paid to a separate entity (a fund) or to a financial institution, towards meeting the Gratuity obligations.

(iii) Pension and Leaving Indemnity Scheme (Unfunded)

The Parent Company and some of its foreign subsidiaries operate a pension and leaving indemnity plan for certain specified employees and is payable upon the employee satisfying certain conditions.

Notes to Consolidated Financial Statements

(iv) Post Retirement Medical benefit plan (Unfunded)

The Parent Company and some of its foreign subsidiaries operate a post retirement medical benefit plan for certain specified employees and is payable upon the employee satisfying certain conditions.

The cost of providing defined benefits is determined using the Projected Unit Credit Method with actuarial valuations being carried out at each Balance Sheet date. Past service cost is recognised immediately to the extent that the benefits are already vested, else is amortised on a straight-line basis over the average period until the amended benefits become vested. In case of certain foreign subsidiaries, liabilities have been provided on an estimated basis. Actuarial gains and losses in respect of the defined benefit plans are recognised in the Statement of Profit and Loss in the year in which they arise.

The defined benefit obligations recognised in the Balance Sheet represent the present value of the defined benefit obligation reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognised representing the present value of available refunds and reductions in future contributions to the plan.

The Group presents the above liabilities as current and non-current in the Balance Sheet as per actuarial valuations by the independent actuary.

(c) Other long term employee benefits (unfunded)

Entitlements to annual leave and sick leave are recognised when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leaves. The Parent Company and its Indian subsidiaries and Joint Ventures determine the liability for such accumulated leave using the Projected Accrued Benefit Method with actuarial valuations being carried out at each Balance Sheet date.

The Group presents this liability as current and non-current in the balance sheet as per actuarial valuations by the independent actuary.

1.10 Research and Development

Research and Development expenditure of a revenue nature is expensed out under the respective heads of account in the year in which it is incurred.

Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

1.11 Provision for Taxation

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with applicable taxation laws), and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward loss under applicable taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realisation.

The deferred tax assets (net) and deferred tax liabilities (net) are determined separately for the Parent and each subsidiary/joint venture company, as per their applicable laws and then aggregated.

1.12 Provisions and Contingencies

The Group creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

Notes to Consolidated Financial Statements

1.13 Earnings Per Share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the profit after tax attributable to shareholders for the year by weighted average number of equity shares outstanding during the year.

1.14 Proposed Dividend

Dividend recommended by the Board of Directors is provided for in the accounts, pending approval at the Annual General Meeting.

1.15 Borrowing Cost

Borrowing cost includes Interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period they occur.

1.16 Cash and Cash Equivalents

Cash and Cash Equivalents for the purpose of Cash flow statement comprise of cash and cheques in hand, bank balances, demand deposits with banks and other short-term highly liquid investments where the original maturity is three months or less.

1.17 Segment Reporting

Segments are identified having regard to the dominant source and nature of risks and returns and internal organisation and management structure. The Group has considered business segments as the primary segments for disclosure. The business segments are 'Paints' and 'Home Improvement'. The geographical segments are Domestic and International operations. Domestic segment includes operations of the Parent Company and its Indian subsidiaries and Joint Ventures.

Revenues and expenses have been identified to the segment based on their relationship to the business activity of the segment. Revenue and expenses, which relate to the company as a whole and are not allocable to segments on a reasonable basis, have been included under "Un-allocated corporate expenses net of un-allocated income".

1.18 Government Grants and Subsidies

The Parent Company is entitled to subsidy from Government Authorities in respect of manufacturing units located in specified regions.

- Grants in the nature of subsidy which are non-refundable are credited to the Statement of Profit and Loss on accrual basis where there is reasonable assurance that the Group will comply with all the necessary conditions attached to them.
- Grants in the nature of subsidy which are refundable are shown as Liabilities in the Balance Sheet.

1.19 Measurement of EBITDA

The Group has elected to present earnings before interest (finance cost), tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Group measures EBITDA on the basis of profit/(loss) from continuing operations.

1.20 Principles of Consolidation:

- The Consolidated Financial Statements have been prepared to comply in all material respect with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 1956, to the extent applicable.
- The financial statements of Asian Paints Limited together with audited financial statements of its subsidiaries and joint ventures as described in note number 27 have been considered for the purpose of consolidation.
- The financial statements of the Parent Company and its subsidiaries and joint ventures as described in note number 27 have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The results of subsidiaries acquired or disposed off during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra group balances and transactions have been eliminated on consolidation. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the Parent Company and its share in the post – acquisition increase in the relevant reserves of the subsidiaries/ joint ventures.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances

Notes to Consolidated Financial Statements

and are presented to the extent possible, in the same manner as the Parent Company's financial statements.

- (v) Minority interest in the net income and net assets of the consolidated financial statements are computed and shown separately. Losses applicable to minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the group.
- (vi) The unamortized carrying value of goodwill is tested for impairment as at each balance sheet date.
- (vii) The excess of cost to the company of its investments in subsidiaries/joint ventures over its share of the equity of the subsidiaries at the date on which the investment in the subsidiaries/joint ventures are made, is recognized as "Goodwill on Consolidation" being an asset in the Consolidated Financial Statements. Alternatively, where the share of equity in the subsidiary companies/joint ventures as on the date of the investment is in excess of cost of investment of the Company, it is recognized as "Capital Reserve" and shown under the head "Reserves and Surplus", in the consolidated financial statements. Impact of Currency Translation

on such "Goodwill" and "Capital Reserve" is adjusted in the respective carrying amounts.

The unamortized carrying value of goodwill is tested for impairment as at each balance sheet date. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the business combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised in goodwill is not reversed in a subsequent period.

On disposal of cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Notes to Consolidated Financial Statements

		(₹ in Crores)	
NOTE 2 : SHARE CAPITAL		As at 31.03.2015	As at 31.03.2014
Authorised #			
99,50,00,000 (Previous year 99,50,00,000) Equity Shares of ₹ 1 each		99.50	99.50
50,000 (Previous year 50,000) 11% Redeemable Cumulative		0.50	0.50
Preference shares of ₹ 100 each		100.00	100.00
Issued, Subscribed and Paid up capital #			
95,91,97,790 (Previous year 95,91,97,790) Equity Shares of ₹ 1 each		95.92	95.92
		95.92	95.92

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year#

Equity Shares	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	₹ in Crores	No. of Shares	₹ in Crores
At the beginning of the year	95,91,97,790	95.92	95,91,97,790	95.92
Add: Issued during the year	-	-	-	-
At the end of the year	95,91,97,790	95.92	95,91,97,790	95.92

Pursuant to the approval of the members at the 67th Annual General Meeting of the Company held on 24th June, 2013 to the sub-division of the Equity Shares of the Company, each Equity Share of nominal value of ₹ 10 each was sub-divided to 10 (ten) Equity Share of ₹ 1 each. The effective date for the said sub-division was 1st August, 2013.

b) Terms/rights attached to equity shares

The Parent Company has only one class of shares referred to as equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. Payment of dividend is also made in foreign currency to shareholders outside India. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

c) Details of Shareholders holding more than 5% equity shares in the Parent Company @

Name of Shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of Equity Shares	Percentage holding	No. of Equity Shares	Percentage holding
Equity Shares of ₹ 1 each held by:				
1. Smiti Holding And Trading Company Private Limited	5,40,84,120	5.64	5,40,84,120	5.64
2. ISIS Holding and Trading Company Private Limited	5,28,84,120	5.51	5,28,84,120	5.51
3. Geetanjali Trading and Investment Private Limited	4,92,67,440	5.14	4,92,67,440	5.14
4. Life Insurance Corporation of India	4,68,39,707	4.88	6,15,30,363	6.41

@ As per the records of the Parent Company, including its register of members (as at 31st March, 2015).

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts in the event of liquidation of the company. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to Consolidated Financial Statements

		(₹ in Crores)	
NOTE 3 : RESERVES AND SURPLUS		As at 31.03.2015	As at 31.03.2014
(a) Capital Reserve on consolidation			
As per last Balance Sheet		39.16	39.16
(b) Capital Reserve [* ₹ 5,000, (Previous year ₹ 5,000)]		*	*
(c) Capital Redemption Reserve		5.37	5.37
(d) General Reserve			
As per last Balance Sheet		2,876.57	2,248.15
Less: Loss on Stake change in subsidiary		(1.71)	-
Add : Transfer from surplus in Statement of Profit and Loss		697.08	628.42
		3,571.94	2,876.57
(e) Foreign Currency Translation Reserve			
As per last Balance Sheet		22.20	(4.31)
Add : Currency translation Gain during the year		7.77	26.51
		29.97	22.20
(f) Surplus in Statement of Profit and Loss			
As per last Balance Sheet		1,000.00	1,000.00
Add : Net profit after tax transferred from Statement of Profit and Loss for the year		1,395.15	1,218.81
Amount available for appropriation		2,395.15	2,218.81
Less: Appropriations			
Dividend on Equity shares:			
- Interim dividend [Amount per share ₹ 1.80 (Previous year ₹ 1.10) per equity share of ₹ 1 each]		172.66	105.51
- Proposed Final Dividend [Amount per share ₹ 4.30 (Previous year ₹ 4.20) per equity share of ₹ 1 each]		412.46	402.86
Income Tax on Dividend (includes income tax on proposed dividend)		112.95	82.02
Transfer to General Reserve		697.08	628.42
Closing balance		1,000.00	1,000.00
		4,646.44	3,943.30

Notes to Consolidated Financial Statements

NOTE 4 : LONG TERM BORROWINGS [®]	(₹ in Crores)			
	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Secured				
Loan taken from National Skill Development Corporation [^]	0.06	-	-	-
Term Loan ⁺	42.97	0.04	0.01	0.48
Deferred payment liabilities				
Interest free loan from Financial Institution (Sales tax deferment scheme - State of Uttar Pradesh) [#]	-	3.24	3.24	4.06
Interest free loan - State of Haryana ^{##}	3.41	3.41	-	-
Finance Lease liability ^{###}	2.35	0.85	0.63	0.35
Unsecured				
Deferred payment liabilities				
Sales tax deferment scheme - State of Andhra Pradesh ^{\$}	28.62	32.86	4.24	4.12
Sales tax deferment scheme - State of Maharashtra [*]	0.87	1.00	0.15	0.11
Amount included under the head "other current liabilities" (Refer Note 10)	78.28	41.40	8.27	9.12
	78.28	41.40	(8.27)	(9.12)
	78.28	41.40	-	-

Notes:

- ^ The Parent Company has partnered with National Skill Development Corporation (NSDC) for undertaking a painter skill development project. Under the arrangement, the Parent Company is granted a financial assistance of ₹ 0.31 crores from NSDC disbursable in five tranches. The assistance is secured by a bank guarantee provided by the Parent Company to NSDC on the outstanding amount. The assistance carries interest @ 6% p.a and is repayable over a period of nine years including a moratorium of three years on the principal amount, starting from the date of first disbursement. During the year, the Parent Company has received ₹ 0.06 crores as per the schedule of disbursement and no amounts are repayable during the next one year.
- # Interest free loan from The Pradeshiya Industrial Corporation of U.P. Limited (PICUP) under Sales Tax Deferment Scheme of Government of Uttar Pradesh is secured by a first charge on the parent Company's immovable properties of the paint plant at Kasna and by way of hypothecation of all movable properties at the above location. This interest free loan has a deferment period of 10 years and is repayable in 9 yearly installments starting from May, 2007 as per repayment schedule. Out of the total loan of ₹ 30.60 crores, the Parent Company has already repaid ₹ 27.36 crores till 31st March, 2015 and balance amount of ₹ 3.24 crores is repayable in next year upto May, 2015.
- ## The Parent Company is eligible to avail interest free loan in respect of 50% of VAT paid within Haryana on the sale of goods produced at Rohtak plant for a period of 7 financial years beginning from April 2010. For the year ended 31st March, 2011, the Parent Company has already received the interest free loan of ₹ 3.41 crores. This loan is secured by way of a bank guarantee issued by the Parent Company and is repayable after a period of 5 years from the date of receipt of interest free loan. For the year ended 31st March, 2012, 31st March, 2013 and 31st March, 2014, the Parent Company has made the necessary application to the Haryana Government for the issue of eligibility certificate and for the year ended 31st March, 2015, the Company is in the process of making the necessary application.
- ### Secured by assets taken on finance lease by the respective subsidiaries. ₹ 1.84 crores of non current portion is repayable within 2-5 years and remaining ₹ 0.51 crores after 5 years. (Interest rate 2.17% - 16.25% p.a.)
- * Sales tax deferral scheme - Maharashtra represents interest free loan availed by the respective subsidiary under the Sales tax deferment scheme of Government of Maharashtra. This interest free loan has a deferment period of 10 years and is repayable in 5 yearly installments starting from April 2011 as per repayment schedule. The accumulated sales tax deferral loan till 31st March 2015 is ₹ 1.02 crores.
- \$ Sales tax deferment scheme- State of Andhra Pradesh represents sales tax deferment availed under the Sales tax deferment scheme of the Government of Andhra Pradesh. It has a deferment period of 14 years starting from April, 2012 and is repayable over 9 years as per repayment schedule. Out of the total sales tax deferment of ₹ 40.70 crores, the Parent Company has already repaid ₹ 7.84 crores till 31st March, 2015 and balance amount of ₹ 32.86 crores is repayable in next 5 years upto February, 2020.
- plus Secured against mortgage on Building, Plant & Equipment and Motor cars. Non-current portion is repayable within 2-7 years. (Interest rate : 4% - 10.51% p.a.)
- @ Default in terms of repayment of principal and interest - NIL

Notes to Consolidated Financial Statements

NOTE 5: DEFERRED TAX

The Group has recognized deferred tax arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard (AS 22) – Accounting for Taxes on income.

The major components of deferred tax (liabilities)/assets arising on account of timing differences as at 31st March, 2015 are as follows:

(₹ in Crores)

	Deferred Tax Liability - Net		Deferred Tax Assets - Net	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Deferred tax liabilities				
Difference between Written Down Value/Capital work-in-progress of fixed assets as per the books of accounts and Income Tax	(229.22)	(214.16)	(1.79)	(1.82)
Unremitted income	(1.85)	(1.93)	-	-
Retirement Benefit Plans	(2.56)	(1.72)	-	-
Expense allowed for tax purpose on payment basis (Amount paid under protest)	(10.47)	(10.04)	-	-
Others	(0.70)	(0.91)	-	(0.03)
Total deferred tax liabilities	(244.80)	(228.76)	(1.79)	(1.85)
Deferred tax assets				
Provision for expense allowed for tax purpose on payment basis	42.60	30.60	1.10	-
Provision for doubtful debts and advances	3.32	1.31	0.40	-
Expenditure debited to Statement of Profit and Loss but allowed in Income Tax over a longer period	17.31	5.41	0.39	4.04
Capital losses carried forward under Income Tax	1.43	1.43	0.10	-
Total deferred tax assets	64.66	38.75	1.99	4.04
Net deferred tax (liabilities)/assets	(180.14)	(190.01)	0.20	2.19
Net deferred tax (benefit)/expense for the year				
Currency translation (gain)/loss			(7.88)	33.44
Net Deferred tax (liabilities)/assets of earlier years			(0.04)	2.29
Pursuant to Acquisition of Sleek International Private Ltd. [Refer Note 27 C (a)]			(0.13)	0.06
Net Deferred tax (benefit)/expense for the year			(8.05)	33.75

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 6: OTHER LONG TERM LIABILITIES:	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Other Payables				
- Retention monies relating to capital expenditure	0.13	0.45	16.66	25.98
- Trade Deposits	6.74	7.74	4.72	4.91
- Employees Payables	0.22	0.19	-	-
- Others	4.04	0.75	-	-
	11.13	9.13	21.38	30.89
Amount included under the head "Other current liabilities" (Refer Note 10)	-	-	(21.38)	(30.89)
	11.13	9.13	-	-

(₹ in Crores)

NOTE 7: PROVISIONS	Long term		Short term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Provision for Employee Benefits (Refer Note 31)				
Provision for Compensated absences	92.43	69.63	11.66	11.79
Provision for Gratuity and Pension (funded)	1.42	-	3.44	1.04
Provision for Pension, Leaving Indemnity, Gratuity and Medical Plan (unfunded)	24.65	18.85	0.87	1.21
Others	-	3.37	-	-
Provision for Excise (Refer Note 34)	-	-	1.23	1.27
Provision for Sales Tax and Other Statutory Liabilities (Refer Note 34)	1.17	1.21	19.87	14.81
Provision for Warranties (Refer Note 34)	-	-	2.13	2.10
Proposed Dividend	-	-	412.46	402.86
Provision for Income Tax on Proposed Dividend	-	-	83.97	68.47
Provision for Income Tax (Net)	-	-	103.78	71.95
	119.67	93.06	639.41	575.50

(₹ in Crores)

NOTE 8 : SHORT TERM BORROWINGS	As at 31.03.2015		As at 31.03.2014
(a) Loan repayable on demand from banks ^			
Secured			
Banks/Financial Institutions #		48.64	19.44
Cash Credit/Overdraft Accounts #		12.78	10.99
Unsecured			
Banks/Financial Institutions ##		263.01	164.64
Cash Credit/Overdraft Accounts ###		7.19	3.56
	331.62	198.63	

Secured against the debtors, stock, plant & machinery and carries interest rate @ 9.5% to 13% p.a.

Bank loans bear interest at rates ranging from 0.91% to 1.42% p.a. (2013-14 : 0.88% p.a.) and are repayable in June 2015 and includes bank loan with a variable Interest rate of Nil. (2013-14 : 3 month libor + 0.95% p.a.)

Unsecured cash credit with banks Carries interest rate of 9.75% to 11% p.a. (2013-14 - 11% p.a.)

^ Default in terms of repayment of principal and interest - NIL

Notes to Consolidated Financial Statements

		₹ in Crores	
NOTE 9: TRADE PAYABLES		As at 31.03.2015	As at 31.03.2014
Trade Payables (including acceptances)		1,548.75	1,745.72
		1,548.75	1,745.72

		₹ in Crores	
NOTE 10: OTHER CURRENT LIABILITIES		As at 31.03.2015	As at 31.03.2014
(a) Current maturities of long term borrowings (Refer Note 4)		8.27	9.12
(b) Current portion of other long term liabilities (Refer Note 6)		21.38	30.89
(c) Investor Education and Protection Fund #			
(i) Unpaid/Unclaimed dividend		7.13	6.01
(ii) Unclaimed amount of sale proceeds of fractional coupons of bonus shares issued in earlier years		0.04	0.04
		7.17	6.05
(d) Other Payables			
Stautory Payables -			
Payable towards Central Sales Tax and VAT		131.85	122.43
Payable towards Excise & Service Tax		25.03	27.15
Payable towards TDS under Income Tax		15.88	10.69
Payable towards Provident Fund, Profession Tax and ESIC		3.97	3.65
Payable towards other taxes		9.90	10.79
Payable towards Capital expenditure		53.63	20.91
Payable towards Services received		168.34	219.36
Payable towards Stores, spares and consumables		13.39	16.87
Payable to Employees		133.87	104.98
[including ₹ 2.40 crores due to Managing Director (Previous year ₹ 2.15 crores)]			
Interest accrued but not due on borrowings		0.33	0.08
Advance received against asset held for disposal		2.75	-
Provision for discounts, sales promotion and other expenses		401.69	355.93
[including ₹ 3.16 crores due to Non-Executive Directors (Previous year ₹ 2.43 crores)]		960.63	892.84
		997.45	938.90

There is no amount due and outstanding to be transferred to the Investor Education and Protection Fund (IEPF) as on 31st March, 2015.

Unclaimed Dividend, if any, shall be transferred to IEPF as and when they become due.

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 11 : FIXED ASSETS

	Gross Block		Depreciation/Amortisation		Impairment		Net Block As at 31.03.15
	As at 01.04.14	Translation Difference	Pursuant to acquisition during the year ^	Additions /Adjustments during the year**	As at 31.03.15	As at 01.04.14	
A. Tangible Assets :							
Land :							
Freehold	129.66	(0.24)	-	2.56	126.86	-	-
Leasehold	117.71	(0.18)	1.40	4.97	123.90	8.10 (0.06)	0.21
Buildings :							
Freehold	876.11	(1.99)	-	31.53	5.34	900.31 (0.01)	-
Leasehold	43.56	0.08	5.91	-	49.68	37.17 (0.01)	2.28
Leasehold Improvements	11.32	-	-	1.67	1.04	11.95 (0.01)	-
Plant and Equipment	2,053.89	(0.46)	-	61.69	21.32	13.81 (0.09)	0.62
Scientific Research:							
Buildings	38.79	-	-	0.19	-	38.98 (0.01)	-
Equipment	49.62	-	-	4.44	0.45	53.61 (0.01)	-
Furniture & Fixtures	70.97	0.06	0.22	14.09	2.46	82.88 (0.01)	0.16
Vehicles	12.16	(0.11)	2.21	1.53	1.78	14.01 (0.05)	1.13
Office Equipment	66.81	0.06	0.33	13.58	1.88	78.90 (0.06)	0.16
Assets Given on Operating Lease:							
Timing Systems	11.36	0.41	-	0.53	3.35	8.95 (0.01)	0.23
Assets Taken on Finance Lease:							
Vehicles	2.13	0.07	-	1.52	0.16	3.56 (0.01)	-
Total Tangible Assets (A)	3,484.09	(2.30)	18.01	206.63	80.71	3,625.72 (1.15)	0.33
B. Intangible Assets :							
Brands**	34.50	-	4.28	-	38.78	2.29 (0.01)	-
Trademark	11.93	-	-	-	12.79	11.93 (0.01)	-
Goodwill**	14.83	-	38.58	-	53.41	1.02 (0.01)	-
Computer Software	105.80	(0.08)	-	19.05	0.01	124.76 (0.06)	-
Others	10.80	(0.02)	-	-	10.78	8.73 (0.01)	-
Scientific Research:							
Computer Software	0.18	-	-	0.02	-	0.20 (0.01)	-
Total Intangible Assets (B)	178.04	(0.10)	42.86	19.93	0.01	240.72 (0.06)	-
TOTAL (A+B)	3,662.13	(2.40)	60.87	226.56	80.72	3,866.44 (1.23)	0.35
^ Refer Note 27 C (c) ** Refer Note 28 B							
** Addition pursuant to acquisition of Net assets of ESS Ess Bathroom Products Pvt. Ltd. by the Parent Company w.e.f. 1 st June, 2014. Refer Note 27 C (e).							
In accordance with Schedule II of the Companies Act, 2013, the Parent Company and its Indian Subsidiaries and Joint Ventures have reassessed the estimated useful life of certain class of assets through technical evaluation during the year. The reassessed estimated useful life is in line with the existing useful life of the assets used by the Parent Company and its Indian Subsidiaries and Joint Ventures for the purpose of depreciation. This reassessment does not materially impact the consolidated financials.							
## Deductions/adjustments include the following Tangible Assets held for disposal (Refer Note 19):							
(₹ in Crores)							
Tangible Assets	Gross Block (A)	Depreciation/Amortisation (B)	Impairment (C)	Net (A-B-C)			
Freehold Land	2.56	-	-	2.56			
Plant & Equipment	35.28	27.43	4.64	3.22			
Tinting Systems	2.94	2.23	0.70	0.01			
Building	3.49	0.91	-	2.57			
Furniture and Fixtures	0.04	0.04	-	0.00			
Office Equipment	0.01	0.01	0.00	0.00			
Total	44.32	30.62	5.34	8.36			

Notes to Consolidated Financial Statements

(₹ in Crores)

	Gross Block		Depreciation/Amortisation		Impairment		Net Block As at 31.03.14												
	As at 01.04.13	Translation Difference	Pursuant to acquisition of subsidiary #	As at 31.03.14	As at 01.04.13 Difference	Pursuant to acquisition of subsidiary #		As at 31.03.14	As at 01.04.13 Difference										
A. Tangible Assets :																			
Land :																			
Freehold	128.04	1.38	0.23	0.01	-	129.66	-	-	-	-	-	-	-	-	-	-	-	-	129.66
Leasehold	110.40	0.46	4.46	2.39	-	117.71	6.57	0.12	-	1.25	(0.16)	8.10	-	-	-	-	-	-	109.61
Buildings :																			
Freehold	824.47	5.57	16.33	5.44	876.11	108.48	0.78	0.96	26.36	0.24	136.34	-	-	4.63	0.01	4.62	735.15	-	-
Leasehold	39.60	3.88	-	0.23	0.15	43.56	33.02	3.19	-	1.11	0.15	37.17	-	-	-	-	-	6.39	-
Leasehold Improvements	10.05	-	-	1.27	-	11.32	6.44	-	-	1.52	-	7.96	-	-	-	-	-	3.36	-
Plant and Equipment	1,956.14	11.25	7.03	94.99	15.52	2,053.89	642.71	7.20	2.61	174.20	12.63	814.09	6.47	0.04	5.40	0.84	11.07	1,228.73	-
Scientific Research:																			
Buildings	38.19	-	-	0.60	-	38.79	5.91	-	-	1.29	-	7.20	-	-	-	-	-	-	31.59
Equipment	44.96	-	-	4.66	-	49.62	23.41	-	-	4.84	0.04	28.21	0.21	-	-	-	-	0.21	21.20
Furniture & Fixtures	57.09	1.63	6.68	11.33	5.76	70.97	34.66	1.13	2.01	5.88	4.90	38.78	0.75	-	0.05	0.12	0.68	31.51	
Vehicles	9.89	0.37	1.14	2.96	2.20	12.16	7.49	0.30	0.41	1.43	2.02	7.61	-	-	-	-	-	4.55	
Office Equipment	53.37	2.53	1.86	11.96	2.91	66.81	34.89	1.98	1.16	6.74	2.71	42.06	0.20	-	0.47	0.03	0.64	24.11	
Assets Given on Operating Lease:																			
Timing Systems	11.28	0.48	-	0.67	1.07	11.36	6.28	0.20	-	1.06	0.78	6.76	1.07	-	0.01	0.28	0.80	3.80	
Assets Taken on Finance Lease:																			
Vehicles	1.52	0.14	-	0.66	0.19	2.13	0.76	0.07	-	0.35	0.13	1.05	-	-	-	-	-	1.08	
Total Tangible Assets (A)	3,285.00	27.69	37.73	166.91	33.24	3,484.09	910.62	14.97	7.15	226.03	23.44	1,135.33	8.70	0.04	10.56	1.28	18.02	2,330.74	
B. Intangible Assets :																			
Brands	-	-	34.50	-	-	34.50	-	-	-	2.29	-	2.29	-	-	-	-	-	-	32.21
Trademark	11.93	-	-	-	-	11.93	11.93	-	-	-	-	11.93	-	-	-	-	-	-	-
Goodwill	0.54	-	14.29	-	-	14.83	0.02	-	0.08	0.92	-	1.02	-	-	-	-	-	13.81	
Computer Software	76.73	0.20	1.04	28.08	0.25	105.80	48.80	0.14	0.48	14.80	0.25	63.97	-	-	0.24	-	0.24	41.59	
Others	10.76	0.04	-	-	-	10.80	7.99	-	-	0.74	-	8.73	0.30	0.03	-	-	0.33	1.74	
Scientific Research:																			
Computer Software	0.18	-	-	-	-	-	0.18	0.04	-	-	0.04	-	0.08	-	-	-	-	0.10	
Total Intangible Assets (B)	100.14	0.24	49.83	28.08	0.25	178.04	68.78	0.14	0.56	18.79	0.25	88.02	0.30	0.03	0.24	-	0.57	89.45	
Total (A+B)	3,385.14	27.93	87.56	194.99	33.49	3,662.13	979.40	15.11	7.71	244.82	23.69	1,223.35	9.00	0.07	10.80	1.28	18.59	2,420.19	

Refer Note 27 C (a)

* Refer Note 28 B

Notes to Consolidated Financial Statements

NOTE 12 : NON-CURRENT INVESTMENTS

(₹ in Crores)

	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
I. Unquoted						
A. Trade Investments:						
1. Investment in Equity shares						
(a) Patancheru Enviro-tech Limited	12,900	10	0.01	0.01	-	-
(b) SIPCOT Common Utilities Limited	2,830	100	0.03	0.03	-	-
(c) Narmada Clean Tech Limited	4,97,833	10	0.50	0.50	-	-
			0.54	0.54	-	-
B. Other Investments:						
1. Other Entities						
SKH Metals Limited	62,500	10	0.50	0.50	-	-
Shares of Saraswat Co-op. Bank (₹ 25000/-)	2,500	10	*	*	-	-
			0.50	0.50	-	-
2. Investment in Government Securities						
National Savings Certificates, Indira Vikas Patra and Defence Certificates deposited with Government Authorities			*	*	-	-
₹ 39,500/- (Previous year ₹ 39,500/-)]						
3. Investment in Bonds						
Abay Dam bond	2,500	ETB 1000	0.75	-	-	-
			0.75	-	-	-
Total Non-Current Unquoted Investments (I)			1.79	1.04	-	-
II. Quoted						
A. Other Investments:						
1. Investment in Equity Shares						
Akzo Nobel India Limited	20,10,626	10	41.30	41.30	-	-
Housing Development Finance Corporation Limited	4,65,000	2	0.12	0.12	-	-
Apcotex Industries Limited	6,836	5	0.01	0.01	-	-
Pan United Corp	7,000		0.02	0.02	-	-
			41.45	41.45	-	-
2. Investment in Mutual Funds						
DWS Fixed Maturity Plan Series 53 - Direct Plan - Growth	1,40,00,000	10	-	14.00	14.00	-
BIRLA Sun Life Fixed Term Plan Series KE (412 Days) - Growth. Direct	1,00,00,000	10	-	10.00	10.00	-
HDFC Fixed Maturity Plan 453 Days Series 29 Direct Growth	1,00,00,000	10	-	10.00	10.00	-
IDFC Fixed Term Plan Series 66 Direct Plan - Growth	1,00,00,000	10	-	10.00	10.00	-
KOTAK Fixed Maturity Plan Series 133 Direct Growth	1,00,00,000	10	-	10.00	10.00	-
LIC Nomura MF Fixed Maturity Plan Series 77 - 396 Days - Direct Growth Plan - LICL7	1,00,00,000	10	-	10.00	10.00	-

Notes to Consolidated Financial Statements

NOTE 12 : NON-CURRENT INVESTMENTS

(₹ in Crores)

	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
RELIANCE Fixed Horizon Fund XXV - Series 17 - Direct Plan - Growth Plan - WLAG	1,00,00,000	10	-	10.00	10.00	-
RELIANCE Fixed Horizon Fund XXV- Series 16 - Direct Plan - Growth Plan - WKAG	1,00,00,000	10	-	10.00	10.00	-
SUNDARAM Fixed Term Plan EU 446 Days Direct Growth	1,00,00,000	10	-	10.00	10.00	-
AXIS Fixed Term Plan - Series 49 (437) Days - Direct Growth - Z7DG	80,00,000	10	-	8.00	8.00	-
DWS Fixed Maturity Plan Series - 45 - Dierct Plan Growth	50,00,000	10	-	5.00	5.00	-
SBI Debt Fund Series A2 - 15 Months Direct Growth	50,00,000	10	-	5.00	5.00	-
RELIGARE Invesco Fixed Maturity Plan Series 22 (15 Months) Direct Plan Growth	50,00,000	10	-	5.00	5.00	-
IDFC Yearly Series Interval Fund Regular Plan Series - II Growth	50,00,000	10	-	5.00	5.00	-
BIRLA Sun Life Interval Income Fund-Annual Plan IX - Growth - Direct	1,50,00,000	10	-	15.00	15.00	-
ICICI Prudential Interval Fund Annual Interval Plan IV - Direct Plan - Growth	33,17,035	15	-	5.00	5.00	-
ICICI Prudential Interval Fund Series VII Annual Interval Plan C - Direct Plan - Cumulative	80,00,000	10	-	8.00	8.00	-
ICICI Prudential Fixed Maturity Plan - Series 73 - 369 Days - Plan T Direct Plan Cumulative	2,00,00,000	10	-	-	20.00	-
Kotak Fixed Maturity Plan - Series 155 (370 Days) - Direct - Growth	2,00,00,000	10	-	-	20.00	-
Reliance Fixed Horizon Fund XXVI - Series 8 - Direct Plan - Growth Plan - XHAG	2,00,00,000	10	-	-	20.00	-
Tata Fixed Maturity Plan - Series 47 - Scheme J - Direct Plan - Growth	1,30,00,000	10	-	-	13.00	-
ICICI Prudential Fixed Maturity Plan Series 66-407 Days Plan C Direct Plan (2,00,00,000 units matured during the year)	(2,00,00,000)	10	-	-	-	20.00
LIC Nomura MF Fixed Maturity Plan Series 55 -375 Days (2,00,00,000 units matured during the year)	(2,00,00,000)	10	-	-	-	20.00
TATA Fixed Maturity Plan Series 46 Scheme (2,00,00,000 units matured during the year)	(2,00,00,000)	10	-	-	-	20.00
UTI Fixed Term Income Fund Series XV -IV (368 Days) (2,00,00,000 units matured during the year)	(2,00,00,000)	10	-	-	-	20.00
TATA Fixed Maturity Plan Series 46 Scheme A Direct (1,40,00,000 units matured during the year)	(1,40,00,000)	10	-	-	-	14.00

Notes to Consolidated Financial Statements

NOTE 12 : NON-CURRENT INVESTMENTS

(₹ in Crores)

	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
SBI Debt Fund Series 366 Days 54 Direct Plan Growth (1,10,00,000 units matured during the year)	(1,10,00,000)	10	-	-	-	11.00
ICICI Prudential Fixed Maturity Plan Series 71-367 Days Plan G (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
ICICI Prudential Fixed Maturity Plan Series 73-366 Days Plan A (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
IDFC Fixed Term Plan Direct Plan Series 10-Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
JP Morgan Fixed Maturity Plan Series 13 Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
RELIANCE Fixed Horizon Fund - XXIII-Series 2 Direct Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
RELIANCE Fixed Horizon Fund XXV Series 4 Direct Plan Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
SUNDARAM Fixed Term Plan FF 366 Days Direct Growth (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
TATA Fixed Maturity Plan Series 46 Scheme B (1,00,00,000 units matured during the year)	(1,00,00,000)	10	-	-	-	10.00
DWS Fixed Maturity plan Series 43 Direct Plan Growth (70,00,000 units matured during the year)	(70,00,000)	10	-	-	-	7.00
RELIANCE Yearly Interval Fund Series 8 - Direct Plan Growth (70,00,000 units matured during the year)	(70,00,000)	10	-	-	-	7.00
SUNDARAM Fixed Term Plan FB 369 Days Direct Growth (60,00,000 units matured during the year)	(60,00,000)	10	-	-	-	6.00
TATA Fixed Maturity Plan Sereis 45 Scheme C-Growth (60,00,000 units matured during the year)	(60,00,000)	10	-	-	-	6.00
BIRLA Sun Life Fixed Term Plan - Series KK (367 Days) (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
BIRLA Sun Life Fixed Term Plan - Series IV (368 days) (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
DSP Blackrock Fixed Maturity Plan - SERIES 93 12 Months Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
DWS Fixed Maturity Plan Series 50 Direct Plan Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00

Notes to Consolidated Financial Statements

NOTE 12 : NON-CURRENT INVESTMENTS

(₹ in Crores)

	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
DWS FIXED MATURITY PLAN - SERIES 28 - Direct Plan Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
IDFC Fixed Term Plan Series 52 Direct Plan-Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
IDFC Fixed term Plan Series 9 Direct Plan-Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
JPMorgan India Fixed Maturity Plan Series 32 D Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
JP morgan India Fixed Naturity Plan Series 15 Direct (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 101 Direct - Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 128 Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 143 Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
KOTAK Fixed Maturity Plan Series 144 Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
LIC Nomura MF Interval Fund Direct Series 1 Annual (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
RELIANCE Fixed Horizon Fund XXV Series 8 Direct Plan Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
RELIBARE Invesco Fixed Maturity Plan-Series 22- Plan A 368 Days - Direct (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
SUNDARAM Fixed Term Plan DI 375 Days Direct Growth (50,00,000 units matured during the year)	(50,00,000)	10	-	-	-	5.00
BIRLA Sun Life Fixed Term Plan Series JE (368 Days) (40,00,000 units matured during the year)	(40,00,000)	10	-	-	-	4.00
KOTAK Fixed Maturity Plan Series 129 Direct Growth (30,00,000 units matured during the year)	(30,00,000)	10	-	-	-	3.00
Reliance Fixed Horizon Fund XXIV - Series 25 - Direct Plan - Growth Plan - 9UAG	2,00,00,000	10	20.00	20.00	-	-
SBI Debt Fund Series 45 DP Growth	50,00,000	10	5.00	5.00	-	-
Birla Sunlife Fixed Term Plan-Series JA - Growth Direct	2,00,00,000	10	20.00	20.00	-	-

Notes to Consolidated Financial Statements

NOTE 12 : NON-CURRENT INVESTMENTS

(₹ in Crores)

	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
UTI Fixed Term Income Fund Series XVII - Direct Growth Plan	2,00,00,000	10	20.00	20.00	-	-
IDFC Fixed Trem Plan Series 49 Direct Plan - Growth	1,10,00,000	10	11.00	11.00	-	-
RELIGARE Invesco Fixed Maturity Plan Series XXI Plan E Direct Plan - Growth	2,10,00,000	10	21.00	21.00	-	-
HDFC FMP 371D December 2013 (2) Series -29 Direct Growth	80,00,000	10	8.00	8.00	-	-
SBI Debt Fund Series 49 DP Growth	3,10,00,000	10	31.00	31.00	-	-
ICICI Prudential Fixed Maturity Plan Series Plan B Direct Plan Cumulative	1,00,00,000	10	10.00	10.00	-	-
Reliance Fixed Horizon Fund XXV - Series 4 - Direct Plan - Growth Plan - 9YAG	1,00,00,000	10	10.00	-	-	-
Tata Fixed Maturity Plan Sereis 45 Scheme C- Direct Plan - Growth	60,00,000	10	6.00	-	-	-
Religare Invesco Fixed Maturity Plan - Series XXV Plan A (1098 Days) - Direct Plan Growth	2,00,00,000	10	20.00	-	-	-
Reliance Fixed Horizon Fund XXVIII - Series 4 - Direct Plan - Growth Plan - ZSAG	80,00,000	10	8.00	-	-	-
ICICI Prudential Fixed Maturity Plan - Series 76 - 1103 Days - Plan F Direct Plan Cumulative	2,00,00,000	10	20.00	-	-	-
Sundaram Fixed Term Plan - Plan GU (1120 Days) - Direct - Growth	2,00,00,000	10	20.00	-	-	-
ICICI Prudential Fixed Maturity Plan - Series 76 - 1100 Days - Plan G - Direct Plan Cumulative	1,00,00,000	10	10.00	-	-	-
Kotak Fixed Maturity Plan - Series 171 (1099 Days) - Direct - Growth	1,00,00,000	10	10.00	-	-	-
Reliance Fixed Horizon Fund XXVIII - Series 7 - Direct Plan - Growth Plan - ZVAG	1,50,00,000	10	15.00	-	-	-
HDFC FMP - 1157D - February 2015 (1) - Direct Growth - Series 33	1,00,00,000	10	10.00	-	-	-
Religare Invesco Fixed Maturity Plan - Series XXV - Plan D (1141 Days) - Direct Plan Growth	1,00,00,000	10	10.00	-	-	-
DWS Fixed Maturity Plan - Series 85 - Direct Plan - Growth	50,00,000	10	5.00	-	-	-
DWS Fixed Maturity Plan - Series 87 - Direct Plan - Growth	1,50,00,000	10	15.00	-	-	-
Religare Invesco Fixed Maturity Plan - Series XXV - Plan F (1126 Days) - Direct Plan Growth	1,00,00,000	10	10.00	-	-	-
Religare Invesco FMP-Sr. 23-Plan E (382 Days) - Direct Plan - Growth	(50,00,000)	10	-	5.00	-	-
			315.00	301.00	223.00	303.00
					(223.00)	(303.00)
			315.00	301.00	-	-
Amount included under the head "Current Investment" (Refer Note 15)						

Notes to Consolidated Financial Statements

NOTE 12 : NON-CURRENT INVESTMENTS

(₹ in Crores)

	Nos.	Face value (₹)	Non-Current		Current	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
3. Investment in Debt Instruments						
7.93 % Rural Electrification Corporation Limited Tax Free Bonds	1,22,476	1,000	12.25	12.25	-	-
8.20 % Power Finance Corporation Limited Tax Free Bonds	1,00,000	1,000	10.07	10.07	-	-
11.50% L&T Finance Limited Perpetual 2021	50	10,00,000	5.32 27.64 384.09 385.88 709.41	5.32 27.64 370.09 371.13 557.94	- - - - -	- - - - -
Total Non-Current Quoted Investments (II)						
Total Non-Current Investments (I) + (II)						
Aggregate market value of Non-Current Quoted Investments						

Figures in brackets indicate that of previous year

Notes to Consolidated Financial Statements

NOTE 13 : LOANS AND ADVANCES	(₹ in Crores)			
	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
A. Secured and Considered good:				
Capital Advances #	63.00	1.79	-	-
B. Unsecured and Considered good:				
(a) Capital Advances	71.29	6.59	-	-
(b) Sundry deposits	50.34	39.76	18.67	21.14
(c) Loans and advances to related parties				
i) Advance contribution to Gratuity Trust	-	-	-	2.42
(d) Other loans and advances				
i) Advances/claims recoverable in cash or in kind	56.32	47.77	136.98	174.64
ii) Advance payment of Income Tax (Net)	26.18	24.34	-	-
iii) Balances with Government authorities	11.03	9.68	97.79	79.48
iv) Advances to employees	0.30	0.46	8.51	6.80
	278.46	130.39	261.95	284.48
C. Unsecured and Considered doubtful:				
Advances/claims recoverable in cash or in kind	-	-	0.08	-
Less: Provision for doubtful advances/claims recoverable in cash or in kind	-	-	(0.08)	-
	-	-	-	-
TOTAL	278.46	130.39	261.95	284.48

Secured against Bank Guarantee

NOTE 14: OTHER NON CURRENT ASSETS	(₹ in Crores)	
	As at 31.03.2015	As at 31.03.2014
Long Term Trade Receivables (Refer Note 17)	4.45	7.08
Deposits with banks with maturity more than twelve months (Refer Note 18)	3.48	2.76
Others		
Finance Lease Receivables (Refer Note 33 (IV))	0.25	0.32
Employee Benefit Asset (Refer Note 31)	12.09	9.00
Other Receivables	2.85	0.02
Subsidy Receivable from State Government	13.59	6.32
TOTAL	36.71	25.50

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 15 : CURRENT INVESTMENTS

	Nos.	Face value (₹)	As at 31.03.2015	As at 31.03.2014
I. Unquoted				
A. Investments in Liquid Mutual Funds:				
Kotak floater Short Term - Growth (7255 units matured during the year)	(7,225)	1,000	-	0.76
Reliance Liquid fund treasury plan -Growth plan (10761 Units matured during the year)	(10,761)	1,000	-	1.68
			-	2.44
B. Others:				
Treasury bills			24.82	10.29
Bank of Nova Scotia- Premium Money Market Fund			0.03	0.03
			24.85	10.32
Total Unquoted Current Investments with original maturity less than three months (A + B)			24.85	12.76
C. Investments with original maturity more than three months but less than twelve months				
Treasury bills			15.47	45.93
Total Unquoted Current Investments (I)			40.32	58.69
II. Quoted				
A. Current Portion of Long Term Investment (Valued at cost) (Refer Note 12)			223.00	303.00
B. Current Investments (Valued at lower of cost and fair value)				
1. Investments in Liquid Mutual Funds:				
Kotak liquid scheme Plan A - Growth	3,833	1,000	1.09	1.02
UTI Money market fund institutional plans - G	48,094	1,000	7.52	21.92
LIC Nomura MF Liquid Fund - Growth	2,217	1,000	0.56	1.31
UTI Treasury Advantage fund - Institutional Plan - Growth	83,387	1,000	15.80	-
Kotak floater short term - Growth	6,048	1,000	1.39	1.30
Kotak Floater - ST - Growth	15,259	1,000	1.54	-
Dsp BlackRock Liquidity fund-Instnl Plan-Growth	5,006	1,000	1.00	-
Reliance Liquid Fund - TP - Growth	754	1,000	0.26	-
HDFC F R I F - STF - WP - Growth	(30,96,973)	10	-	6.67
HDFC Liquid Fund - Growth units	35,47,753	10	9.27	2.00
	(8,02,794)			
ICICI Prudential Liquid - Reg - Growth units	4,630	10	0.09	12.42
	(6,65,911)			
ICICI Prudential Flexible Income Plan - Reg - Growth (83,620 units matured during the year)	-	10	-	2.00
AXIS Liquid Fund - Growth (6,13,134 units matured during the year)	(83,620)			
TEMPLETON India Ultra Short Bond Super Institutional Plan - Growth (4,12,51,022 units matured during the year)	(6,13,134)	1,000	-	87.02
TEMPLETON India Treasury Management - Super Institutional Plan - Growth	(4,12,51,022)	10	-	69.46
	(3,37,453)	1,000	-	64.44

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 15 : CURRENT INVESTMENTS (Continued)

	Nos.	Face value (₹)	As at 31.03.2015	As at 31.03.2014
B. Current Investments (Valued at lower of cost and fair value) (Continued)				
1. Investments in Liquid Mutual Funds: (Continued)				
(3,37,453 units matured during the year)				
KOTAK Floater - Short Term - Growth	(2,49,162)	1,000	-	52.32
(2,49,162 units matured during the year)				
TATA Liquid Fund - Plan A - Growth	(2,00,887)	1,000	-	47.50
(2,00,887 units matured during the year)				
UTI Money Market - Institutional Plan - Growth	(2,88,071)	1,000	-	41.31
(2,88,071 units matured during the year)				
BIRLA Sun Life Floating Rate Fund - Short Term Plan - Regular - Growth	(22,32,429)	100	-	38.04
(22,32,429 units matured during the year)				
RELIGARE Invesco Liquid Fund - Growth	(1,89,402)	1,000	-	33.36
(1,89,402 units matured during the year)				
DWS Ultra Short-Term Fund - Institutional Plan - Growth	(2,03,19,088)	10	-	31.06
(2,03,19,088 units matured during the year)				
JM High Liquidity - Growth	(87,50,552)	10	-	30.58
(87,50,552 units matured during the year)				
JPMorgan India Liquid Fund - Super Institutional Plan - Growth	(1,82,41,879)	10	-	30.28
(1,82,41,879 units matured during the year)				
HDFC Floating Rate Income Fund - Short Term Plan - Wholesale Option - Growth	1,32,06,031	10	31.59	27.14
(7,91,761 units invested during the year)	(1,24,14,270)			
Reliance Liquid Fund - Treasury Plan - Growth	(75,579)	1,000	-	23.59
(75,579 units matured during the year)				
ICICI Prudential Liquid - Regular Plan - Growth	(11,65,133)	100	-	22.09
(11,65,133 units matured during the year)				
ICICI Prudential Flexible Income - Regular Plan- Growth	(5,84,805)	100	-	14.05
(5,84,805 units matured during the year)				
SUNDARAM Money Fund - Regular - Growth	(39,20,048)	10	-	10.59
(39,20,048 units matured during the year)				
JM Money Manager Fund - Super Plus Plan - Growth	(55,21,407)	10	-	10.02
(55,21,407 units matured during the year)				
SBI Premier Liquid Fund - Regular - Growth	(40,297)	1,000	-	8.11
(40,297 units matured during the year)				
Religare Invesco Ultra Short Term Fund - Direct Plan - Growth	2,33,907	1,000	45.34	-
ICICI Prudential Flexible Income - Regular Plan - Growth	4,83,383	100	12.70	-
IDFC Ultra Short Term Fund - Regular Plan - Growth	1,21,50,692	10	23.70	-
Birla Sun Life Savings Fund - Growth - Regular Plan	54,86,803	100	147.42	-
ICICI Prudential Money Market Fund - Regular Plan - Growth	11,91,821	100	23.02	-
Axis Liquid Fund - Growth - CFGP	2,14,131	1,000	33.15	-
JM High Liquidity Fund - Growth Option	81,48,017	10	31.07	-

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 15 : CURRENT INVESTMENTS (Continued)

	Nos.	Face value (₹)	As at 31.03.2015	As at 31.03.2014
B. Current Investments (Valued at lower of cost and fair value) (Continued)				
1. Investments in Liquid Mutual Funds: (Continued)				
JP Morgan India Liquid Fund - Super Institutional Plan - Growth Option	2,32,43,465	10	42.07	-
Sundaram Money Fund - Regular - Growth	47,66,498	10	14.04	-
Franklin India Ultra Short Bond Fund - Super Institutional Plan - Growth	5,25,46,750	10	97.30	-
Kotak Treasury Advantage Fund - Growth (Regular Plan)	77,88,251	10	17.32	-
L&T Liquid Fund - Growth	2,10,967	1,000	40.42	-
LIC Nomura MF Liquid Fund - Growth Plan - LICLF	2,34,817	1,000	59.45	-
Reliance Liquid Fund - Cash Plan - Direct Growth Plan -CPAG	1,47,404	1,000	33.19	-
SBI Magnum Insta Cash Fund - Regular Plan - Growth	84,211	1,000	26.01	-
Tata Money Market Fund - Plan A - Growth	1,28,661	1,000	28.29	-
Franklin India Low Duration Fund - Direct - Growth	6,62,60,519	10	101.99	-
			846.59	689.60
(2) Investments with original maturity more than three months but less than twelve months:				
HDFC Fixed Maturity Plan - February 2015 (1) - Direct - Growth - Series 33	1,20,00,000	10	12.00	-
Kotak Quarterly Interval Plan Series 6 - Direct Plan - Growth	1,43,14,097	10	25.00	-
ICICI Prudential Interval Fund III - Quarterly Interval - Direct Plan -Growth	1,68,43,069	10	25.00	-
Reliance Quarterly Interval Fund - Series II - Direct Growth Plan Growth Option - K5AG	1,32,11,855	10	25.00	-
Fixed Maturity Plan - Religare Invesco FMP-Sr. 23-Plan E (382 Days) - Direct Plan - Growth	50,00,000	10	5.00	-
Birla Sunlife Dividend Yield Plus (21,853 units matured during the year)	(21,853)	10	-	0.20
Franklin India FLEXI CAP FUND - G (34,061 units matured during the year)	(34,061)	10	-	0.06
HDFC Equity Fund - Growth (4,132 units matured during the year)	(4,132)	10	-	0.05
HDFC Equity Fund - Growth (1,318 units matured during the year)	(1,318)	10	-	0.02
HDFC Equity Fund - Growth (3,408 units matured during the year)	(3,408)	10	-	0.10
HDFC Prudence Fund - Growth (4,614 units matured during the year)	(4,614)	10	-	0.10
HDFC Taxsaver Growth (1,501 units matured during the year)	(1,501)	10	-	0.02
HDFC Top 200 Fund - Growth (9,031 units matured during the year)	(9,031)	10	-	0.20

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 15 : CURRENT INVESTMENTS (Continued)

	Nos.	Face value (₹)	As at 31.03.2015	As at 31.03.2014
B. Current Investments (Valued at lower of cost and fair value) (Continued)				
(2) Investments with original maturity more than three months but less than twelve months: (Continued)				
Reliance Diversified Power Sect Fund (7,440 units matured during the year)	(7,440)	10	-	0.04
Reliance Growth Fund - Retail Growth Plan (4,526 units matured during the year)	(4,526)	10	-	0.11
Reliance Regular Saving Fund - Equity (60,344 units matured during the year)	(60,344)	10	-	0.20
SBI Magnum Global Fund-Growth (12,079 units matured during the year)	(12,079)	10	-	0.03
SBI - Magnum Income Plus Fund - IP - Div (₹ 40,268) (3,496 units matured during the year)	(3,496)	10	-	*
		92.00	1.13	
Total Quoted Current Investments (II)		1,161.59	993.73	
Total Current Investments (I) + (II)		1,201.91	1,052.42	
Aggregate market value of quoted current investments		1,189.40	1,010.47	

Figures in brackets indicate that of previous year

Notes to Consolidated Financial Statements

		₹ in Crores	
NOTE 16: INVENTORIES		As at 31.03.2015	As at 31.03.2014
(At lower of cost and net realisable value)			
(a) Raw materials		690.62	671.43
Raw materials-in-transit		68.60	97.12
		759.22	768.55
(b) Packing materials		52.69	51.12
(c) Finished goods		1,169.92	1,033.68
Finished goods-in-transit		1.64	2.40
		1,171.56	1,036.08
(d) Work-in-progress		102.14	87.09
(e) Stores, spares and consumables		53.93	42.12
(f) Stock-in-trade (acquired for trading)		118.98	84.90
TOTAL		2,258.52	2,069.86

NOTE 17: TRADE RECEIVABLES	Non - Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Unsecured				
(a) Overdue for more than six months				
Considered good	-	0.28	13.46	7.27
Considered doubtful	-	-	47.65	43.56
	0.28	61.11	50.83	
(b) Others				
Considered good	4.45	6.80	1,166.39	1,103.03
Considered doubtful	-	-	11.83	6.94
	4.45	6.80	1,178.22	1,109.97
	4.45	7.08	1,239.33	1,160.80
Less: Provision for doubtful trade receivables	-	-	59.48	50.50
	4.45	7.08	1,179.85	1,110.30
Amount included under the head "Other Non Current Assets" (Refer Note 14)	(4.45)	(7.08)	-	-
TOTAL	-	-	1,179.85	1,110.30

Notes to Consolidated Financial Statements

NOTE 18: CASH AND BANK BALANCES:		(₹ in Crores)			
		Non - Current		Current	
		As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
A. Cash and cash equivalents					
(a) Cash on hand				8.54	2.86
(b) Balances with Banks:					
(i) Current Accounts #				128.99	150.50
(ii) Cash Credit Accounts ##				3.70	3.30
(iii) Deposits with Banks with maturity less than 3 months				23.12	46.23
(c) Cheques on hand				31.14	15.07
				186.95	215.10
B. Other Bank Balances					
(a) Unpaid Dividend and fractional shares account \$		-	-	7.17	6.05
(b) Deposits with Banks with maturity more than 3 months but less than 12 months		-	-	1.70	4.99
(c) Deposits with Banks with maturity more than 12 months		3.48	2.76	-	-
		3.48	2.76	8.87	11.04
Amount included under the head "Other Non Current Assets" (Refer Note 14)		(3.48)	(2.76)	-	-
		-	-	204.36	229.00

Overdraft in current account carries interest rate @ 12.50% to 12.75% p.a.

Secured by hypothecation of inventories and trade receivable and carries interest rate @ 9.95% to 12.50% p.a

\$ The Group can utilise these balances only towards settlement of unclaimed dividend and fractional shares.

NOTE 19: OTHER CURRENT ASSETS		(₹ in Crores)	
		As at 31.03.2015	As at 31.03.2014
Interest accrued on investments and deposits		2.51	2.72
Quantity discount receivable		81.81	79.77
Royalty receivable		0.12	0.12
Duty credit entitlement		6.20	0.51
Insurance claim receivable		0.42	-
Subsidy Receivable from State Government		122.51	57.95
Tangible Assets Held for Disposal (Refer Note 11)		8.36	1.27
Other Receivables		26.67	26.80
TOTAL		248.60	169.14

Notes to Consolidated Financial Statements

		(₹ in Crores)	
NOTE 20: REVENUE FROM OPERATIONS		Year 2014-15	Year 2013-14
(A) Revenue from sale of goods and services:			
Sale of goods:			
Home Market (Net of Returns)		16,079.11	14,368.61
Exports		199.92	198.56
Turnover		16,279.03	14,567.17
Less: Discounts		839.90	699.03
Sale of goods (Net of Discounts)		15,439.13	13,868.14
Sale of services:			
Revenue from Home Solutions operations		7.83	4.35
Revenue from painting and related services		21.37	13.28
Colour Consultancy Income		2.09	1.53
Other Services		2.77	1.80
TOTAL		15,473.19	13,889.10
(B) Other Operating Revenues:			
Processing and service income		54.37	53.99
Scrap sales		12.13	11.00
Subsidy from State Government (Refer Note 29)		109.06	65.89
Lease Rent		1.40	1.42
Others		0.52	0.87
TOTAL		177.48	133.17

		(₹ in Crores)	
NOTE 21: OTHER INCOME		Year 2014-15	Year 2013-14
(a) Interest			
(i) From Current investments		5.06	7.15
(ii) From Non Current investments		2.46	1.93
(iii) On Income Tax Refunds		0.73	0.55
(iv) From others		3.26	4.24
		11.51	13.87
(b) Insurance claims received		1.17	0.66
(c) Dividend received			
(i) From Non Current investments		15.74	16.67
(ii) From Current investments		54.87	48.80
		70.61	65.47
(d) Royalty received		7.97	7.04
(e) Profit on sale of Long Term Investments (Net) #		27.56	9.61
(f) Profit on sale of Short Term Investments (Net)		4.26	2.68
(g) Profit on sale of fixed assets (Net)		2.69	7.11
(h) Net gain on foreign currency transactions and translations (Other than considered as finance cost)		8.35	-
(i) Other non-operating income		35.59	27.78
TOTAL		169.71	134.22

As at 31st March 2014, these Long term investments were classified under current investments as their maturity period was less than 12 months.

Notes to Consolidated Financial Statements

		(₹ in Crores)	
NOTE 22:		Year 2014-15	Year 2013-14
(A) COST OF MATERIALS CONSUMED			
Raw Materials Consumed			
Opening Stock		768.55	653.40
Add : Purchases		6,243.75	6,047.25
Add : Acquired pursuant to investment in Subsidiary Companies [Refer Note 27 C (a) & 27 C (c)]		33.38	1.93
		7,045.68	6,702.58
Less: Closing Stock		759.22	768.55
		6,286.46	5,934.03
Packing Materials Consumed			
Opening Stock		51.12	42.80
Add : Purchases		1,244.81	1,099.49
Add : Acquired pursuant to investment in Subsidiary Companies [Refer Note 27 C (a) & 27 C (c)]		1.47	0.08
		1,297.40	1,142.37
Less : Closing Stock		52.69	51.12
		1,244.71	1,091.25
Total Cost of Materials Consumed		7,531.17	7,025.28
(B) PURCHASES OF STOCK-IN-TRADE		588.37	405.72
(C) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Stock at the beginning of the year			
Finished Goods (including goods in transit)		1,036.08	973.83
Work-in-Progress		87.09	68.51
Stock-in-trade - acquired for trading (including goods in transit)		84.90	56.95
Acquired pursuant to investment in Subsidiary Companies [Refer Note 27 C (a) & 27 C (c)]		4.97	11.34
TOTAL		1,213.04	1,110.63
Stock at the end of the year			
Finished Goods (including goods in transit)		1,171.56	1,036.08
Work-in-Progress		102.14	87.09
Stock-in-trade - acquired for trading (including goods in transit)		118.98	84.90
TOTAL		1,392.68	1,208.07
Changes in inventories		(179.64)	(97.44)
Increase in Excise duty on finished goods		31.57	7.16
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-In-Trade		(148.07)	(90.28)

		(₹ in Crores)	
NOTE 23 : EMPLOYEE BENEFITS EXPENSE		Year 2014-15	Year 2013-14
Salaries and wages		772.56	646.65
Contribution to Provident and other Funds (Refer Note 31)		64.11	50.41
Staff welfare expenses		70.44	62.65
TOTAL		907.11	759.71

Notes to Consolidated Financial Statements

(₹ in Crores)

NOTE 24: OTHER EXPENSES	Year 2014-15	Year 2013-14
Consumption of Stores, spares and consumables	42.85	33.63
Power and fuel	125.72	129.05
Processing charges	110.64	87.20
Repairs and Maintenance:		
Buildings	21.33	15.36
Machinery	33.00	26.90
Other assets	51.94	37.84
	106.27	80.10
Rent	163.63	142.76
Rates and taxes	39.51	33.23
Water Charges	4.96	4.69
Insurance	12.17	12.58
Printing, stationery and communication expenses	46.88	43.51
Travelling expenses	100.45	89.48
Donations	13.14	4.39
Corporate Social Responsibility expenses	19.13	3.71
Commission to Non Executive Directors	3.16	2.43
Directors' sitting fees	1.43	1.45
Payment to Auditors	4.67	4.77
Bank Charges	7.48	5.77
Net loss on foreign currency transactions and translations (Other than considered as finance cost)	-	9.19
Premium on forward exchange contract amortized	1.38	2.94
Information Technology expenses	30.12	22.79
Legal and professional expenses	37.23	38.48
Training and recruitment	29.77	26.30
Freight and handling charges	708.86	588.07
Advertisement and sales promotional expenses	743.86	630.99
Cash discount	567.55	494.44
Bad debts written off	2.80	1.35
Provision for doubtful debts and advances	10.66	4.74
Miscellaneous expenses	134.50	118.45
TOTAL	3,068.82	2,616.49

(₹ in Crores)

NOTE 25: Finance Costs	Year 2014-15	Year 2013-14
Interest on Bank Borrowings	9.75	10.18
Interest on Bill Discounting	24.25	24.78
Net (gain)/loss on Foreign Currency Transactions and Translation on borrowings (considered as finance cost)	(2.77)	5.70
Other Interest	3.53	1.56
TOTAL	34.76	42.22

Notes to Consolidated Financial Statements

NOTE 26: CONTINGENT LIABILITIES AND COMMITMENTS:

(a) Contingent Liabilities

(₹ in Crores)

	As at 31.03.2015	As at 31.03.2014
1. Performance Bonds and Immigration Bonds given by Subsidiaries	1.98	1.53
2. Claims against the Group not acknowledged as debts		
i. Tax matters in dispute under appeal	139.14	112.81
ii. Others	13.02	12.07
3. Berger International Limited and its subsidiary, Berger Paints Trinidad Limited, are engaged in litigation initiated by its former Regional Managing Director. The company upon discontinuing his services has paid him compensation as per his contract of employment and the same has been charged to income statement. Berger Paints Trinidad Limited filed a counter claim for the recovery of the amounts due from former Regional Managing Director. This matter is subject to Trinidad and Tobago's High Court Action No.3085 of 2004. Based on the information presently available, the likely outcome of this trial cannot be determined with any reasonable certainty. Therefore, no further provision has been made in these financial statements for this matter. However, in the event that this case is ruled against the Group, the likely impact is not expected to be material, based on management's best estimate.		

(b) Commitments:

(₹ in Crores)

	As at 31.03.2015	As at 31.03.2014
1. Estimated amount of contracts remaining to be executed on capital account and not provided for	410.34	101.25
2. Letters of Credit and Bank guarantees issued by bankers and outstanding as on 31 st March, 2015.	111.17	69.38
3. The Group enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Group does not enter into any derivative instruments for trading or speculative purposes.		

The forward exchange contracts outstanding as at 31st March, 2015 are as under:-

As at 31.03.2015				As at 31.03.2014		
Currency	Number of Contracts	Buy Amount (USD in millions)	Indian Rupee Equivalent (₹ in Crores)	Number of Contracts	Buy Amount (USD in millions)	Indian Rupee Equivalent (₹ in Crores)
USD	-	-	-	21	10.79	65.63

Notes to Consolidated Financial Statements

NOTE 27. DETAILS OF SUBSIDIARIES AND JOINT VENTURES:

(A) Subsidiaries:

The subsidiary companies considered in the consolidated financial statements are:

i. Direct Subsidiaries:

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Asian Paints (Nepal) Private Limited	Nepal	51.00	51.00	15 th Mar 2014 – 14 th Mar 2015
Asian Paints (International) Limited	Mauritius	100	100	1 st Apr 2014 – 31 st Mar 2015
Asian Paints Industrial Coatings Limited	India	100	100	1 st Apr 2014 – 31 st Mar 2015
Multifacet Infrastructure (India) Limited	India	100	100	1 st Apr 2014 – 31 st Mar 2015
Maxbhumi Developers Limited	India	100	100	1 st Apr 2014 – 31 st Mar 2015
Sleek International Private Limited [Refer Note 27 C (a)]	India	51.00	51.00	1 st Apr 2014 – 31 st Mar 2015

ii. Indirect Subsidiaries:

a) Subsidiaries of the wholly owned subsidiary, Asian Paints (International) Limited, Mauritius

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Asian Paints (South Pacific) Limited	Fiji Islands	54.07	53.15	1 st Apr 2014 – 31 st Mar 2015
Asian Paints (Tonga) Limited	Kingdom of Tonga	100	100	1 st Apr 2014 – 31 st Mar 2015
Asian Paints (S.I.) Limited	Solomon Islands	75.00	75.00	1 st Apr 2014 – 31 st Mar 2015
Asian Paints (Vanuatu) Limited	Republic of Vanuatu	60.00	60.00	1 st Apr 2014 – 31 st Mar 2015
Asian Paints (Lanka) Limited	Sri Lanka	99.18	99.18	1 st Apr 2014 – 31 st Mar 2015
Asian Paints (Bangladesh) Limited	Bangladesh	89.78	89.78	1 st Apr 2014 – 31 st Mar 2015
Asian Paints (Middle East) LLC	Sultanate of Oman	49.00	49.00	1 st Apr 2014 – 31 st Mar 2015
SCIB Chemicals S.A.E.	Egypt	60.00	60.00	1 st Apr 2014 – 31 st Mar 2015
Samoa Paints Limited	Samoa	80.00	80.00	1 st Apr 2014 – 31 st Mar 2015
Berger International Limited [Refer Note 27 C (b)]	Singapore	100	96.79	1 st Apr 2014 – 31 st Mar 2015

Notes to Consolidated Financial Statements

NOTE 27. DETAILS OF SUBSIDIARIES AND JOINT VENTURES: Continued)

(A) Subsidiaries : (Continued)

ii. Indirect Subsidiaries: (Continued)

b) Subsidiaries of Berger International Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Berger Paints Singapore Pte Limited	Singapore	100	100	1 st Apr 2014 – 31 st Mar 2015
Enterprise Paints Limited	Isle of Man, U.K.	100	100	1 st Apr 2014 – 31 st Mar 2015
Universal Paints Limited	Isle of Man, U.K.	100	100	1 st Apr 2014 – 31 st Mar 2015
Lewis Berger (Overseas Holdings) Limited	U.K.	100	100	1 st Apr 2014 – 31 st Mar 2015
Kadisco Paint and Adhesive Industry Share Company[Refer Note 27 C (c)]	Ethiopia	51.00	-	1 st Jul 2014 – 31 st Mar 2015
PT Asian Paints Indonesia [Refer Note Indonesia 27 C (d)]		100	-	23 rd Dec 2014 – 31 st Mar 2015

c) Subsidiary of Enterprise Paints Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Nirvana Investments Limited	Isle of Man, U.K.	100	100	1 st Apr 2014 – 31 st Mar 2015

d) Subsidiary of Nirvana Investments Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Berger Paints Emirates LLC	U.A.E.	100	100	1 st Apr 2014 – 31 st Mar 2015

e) Subsidiary of Universal Paints Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Berger Paints Bahrain W.L.L.	Bahrain	100	100	1 st Apr 2014 – 31 st Mar 2015

Notes to Consolidated Financial Statements

NOTE 27. DETAILS OF SUBSIDIARIES AND JOINT VENTURES: (Continued)

f) Subsidiaries of Lewis Berger (Overseas Holdings) Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Berger Paints Jamaica Limited	Jamaica	51.00	51.00	1 st Apr 2014 – 31 st Mar 2015
Berger Paints Trinidad Limited	Trinidad	70.00	70.00	1 st Apr 2014 – 31 st Mar 2015
Berger Paints Barbados Limited	Barbados	100	100	1 st Apr 2014 – 31 st Mar 2015

g) Subsidiary of Sleek International Private Limited

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Kitchen Grace (India) Private Limited*	India	100	86.01	1 st Apr 2014 – 31 st Mar 2015

* Sleek International Private Limited (SIPL) acquired additional stake of 13.99% in January 2015.

(B) Joint Ventures: (In which the Parent Company has 50% equity interest)

There are two Joint Ventures between the Parent Company and PPG Industries Securities LLC, U.S.A., wherein the Parent Company has 50% equity participation.

PPG Asian Paints Private Limited

Asian Paints PPG Private Limited

Subsidiaries of PPG Asian Paints Private Limited:

Name of the Company	Country of Incorporation	% of Holding as on 31 st March, 2015	% of Holding as on 31 st March, 2014	Accounting period
Faaber Paints Private Limited	India	100	100	1 st Apr 2014 – 31 st Mar 2015
PPG Asian Paints Lanka Private Limited	Sri Lanka	100	100	1 st Apr 2014 – 31 st Mar 2015

(C) a) The Parent Company invested ₹ 99.79 crores for 51% stake by subscription to equity shares of Sleek International Private Limited (SIPL) on 8th August, 2013. The Parent Company further invested a sum of ₹ 19.69 crores on 10th August, 2013, as second tranche by further subscription to equity shares of SIPL with a corresponding proportionate investment by the existing promoters of SIPL. In view of the above, the results for the year ended 31st March, 2015 are not comparable with the corresponding previous year.

b) Additional stake purchased in Berger International Limited (BIL)

During the year, Asian Paints (International) Limited, Mauritius (APIL), wholly owned subsidiary of Company, acquired an additional stake of 0.02% in its subsidiary, Berger International Limited, Singapore (BIL).

Subsequently, after approval of selective capital reduction by High Court in Singapore, Berger International Limited, Singapore became a wholly owned subsidiary of APIL on 30th July, 2014.

Notes to Consolidated Financial Statements

NOTE 27. DETAILS OF SUBSIDIARIES AND JOINT VENTURES: (Continued)

c) Acquisition of majority stake in Kadisco Paint and Adhesive Industry Share Company, Ethiopia (Formerly known as Kadisco Chemical Industry PLC) (Kadisco).

Berger International Limited, Singapore (BIL), a wholly owned indirect subsidiary of the Company, acquired 51% stake in Kadisco for a consideration of US\$ 18.95 million (₹ 117 crores) in cash on 9th February, 2015.

Kadisco is one of the leading paint companies in Ethiopia and is engaged in the manufacturing and selling of decorative paints, industrial paints, automotive paints, other coatings and adhesives in Ethiopia.

Goodwill on consolidation arising from the stake acquired in Kadisco amounting to ₹ 99.98 crores has been recognised in the consolidated Balance Sheet in the current year.

d) PT Asian Paints Indonesia has been incorporated in Indonesia as a wholly owned subsidiary of Berger International Limited, Singapore (an indirect subsidiary of the Company) during the year. As at 31st March, 2015, the subscription of share capital in the subsidiary amounting to US\$ 12 million (equivalent to ₹ 75 crores) has not been made.

e) During the year, the Parent Company acquired the entire front end sales business including brands, network and sales infrastructure of Ess Ess Bathroom Products Private Limited effective 1st June, 2014 for a consideration of ₹ 36.48 crores. As a result of this transaction, intangible assets consisting of Goodwill of ₹ 38.58 crores and Brand of ₹ 4.28 crores has been recognized in the consolidated balance sheet.

NOTE 28: EXCEPTIONAL ITEMS

	(₹ in Crores)	
	Year 2014-2015	Year 2013-2014
A Voluntary Retirement/ Separation Scheme compensation	25.16	-
B Provision for Impairment of Fixed Assets	2.41	9.96
TOTAL EXCEPTIONAL ITEMS (A+B)	27.57	9.96

A. The Parent Company has discontinued the manufacturing activities at its Bhandup Plant with effect from 5th May, 2014. A "Voluntary Retirement / Separation Scheme" along with an alternate option of relocation to other factories/establishments of the Parent Company was offered to all the workmen at the plant in the month of April, 2014. All workmen have accepted either the Voluntary Retirement/Separation Scheme or relocation to another factory/establishment of the Company. The liability on account of the above amounting to ₹ 25.16 crores is recognized and disclosed in "Exceptional Items" in the Statement of Profit and Loss for the year ended 31st March, 2015.

B. The Parent Company has recognized provision for impairment in respect of Fixed Assets at Bhandup Plant (represented by Building that houses the manufacturing facility) for an amount of ₹ 2.41 crores in the current year (Previous year ₹ 9.96 crores). The same is included under "Impairment" in Note 11 and disclosed in "Exceptional Items" in the Statement of Profit and Loss.

NOTE 29:

The Parent Company's manufacturing facility at Khandala, Maharashtra has been granted "Mega Project Status" by Government of Maharashtra and hence is eligible for Industrial Promotion Subsidy (IPS) under Package Scheme of Incentive, 2007 in the form of refund of VAT paid to Maharashtra Government, exemption on electricity duty and stamp duty within a period of 9 years from the date of commencement of commercial production, restricted to a maximum of 100% of fixed capital investment as per the Eligibility Certificate issued by Director of Industries, Government of Maharashtra. In terms of the Accounting Standard (AS 12) "Accounting for Government Grants" prescribed by Companies (Accounting Standards) Amendment Rules, 2006, eligible incentive as mentioned above amounting to ₹ 108.96 crores for year ended 31st March, 2015 (Previous Year - ₹ 65.59 crores) is credited to Statement of Profit and Loss under the head "Other operating income" on accrual basis.

Notes to Consolidated Financial Statements

NOTE 30: INTEREST IN JOINT VENTURES

Pursuant to Accounting Standard (AS - 27) - Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statements of PPG Asian Paints Private Limited and Asian Paints PPG Private Limited (hereinafter referred to as JVs), the Joint Ventures between the Parent company and PPG Industries Securities Inc., U.S.A. have been consolidated using proportionate consolidation method.

- The Parent company's share of each of the assets, liabilities, income and expenses of JVs has been included in the consolidated financial statements.
- The aggregate amounts of assets, liabilities, income and expenses related to the Parent Company's Interest in the JVs as at 31st March, 2015 are as follows:

	(₹ in Crores)	As at 31 st March, 2015	As at 31 st March, 2014
a) Details of Assets			
Non-current assets			
Tangible assets	66.65	62.19	
Intangible assets	1.34	2.16	
Capital work in progress	0.44	4.96	
Goodwill on consolidation	1.43	1.43	
Long-term loans and advances	39.65	34.74	
Other non current assets	2.22	2.33	
Current assets			
Inventories	123.35	122.73	
Trade receivables	136.48	122.15	
Cash and bank balance	9.11	10.24	
Short-term loans and advances	20.68	18.98	
Other current assets	0.29	0.46	
b) Details of Liabilities			
Non-current liabilities			
Deferred tax liability (net)	1.69	3.21	
Long term provision	5.75	3.87	
Current liabilities			
Short-term borrowings	0.35	0.93	
Trade payables	85.32	96.01	
Other current liabilities	18.89	14.53	
Short-term provisions	2.37	1.92	
	(₹ in Crores)		
	Year 2014-15	Year 2013-14	
c) Details of Income			
Revenue from operations	637.62	561.41	
Other income	3.17	2.02	
d) Expenses			
Cost of materials consumed	342.55	308.29	
Purchases of stock in trade	64.55	57.33	
Changes in inventories of finished goods, work in progress and stock in trade	(2.18)	4.60	
Employee benefits expense	48.97	41.26	
Finance costs	0.21	1.58	
Depreciation and amortization expenses	7.41	6.68	
Other expenses	146.50	126.99	
Tax expenses	7.37	4.26	

Notes to Consolidated Financial Statements

NOTE 30: INTEREST IN JOINT VENTURES (Continued)

	As at 31 st March, 2015	As at 31 st March, 2014	(₹ in Crores)
e) Other Matters			
Contingent Liabilities	24.43	17.95	
Capital Commitments	2.82	2.05	
Other Commitments	3.83	3.16	

NOTE 31: EMPLOYEE BENEFITS:

(1) Short term employee benefits:

The liability towards short term employee benefits for the year ended 31st March, 2015 has been recognised in the Statement of Profit and Loss.

(2) Post-employment benefits:

The following disclosures are made in accordance with AS - 15 (Revised) pertaining to Defined Benefit Plans:

(a) Gratuity, Pension, Leaving Indemnity and Medical benefit plans

	Gratuity and Pension (Funded)		Pension, Leaving Indemnity, Gratuity and Medical Plan (Unfunded)		(₹ in Crores)
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	
Amount Recognised in Balance Sheet					
Present Value of Funded Obligations	248.27	203.44	-	-	
Fair Value of Plan Assets	(255.50)	(213.81)	-	-	
Present Value of Unfunded Obligations	-	-	25.13	19.96	
Net (Asset)/Liability	(7.23)	(10.37)	25.13	19.96	
Amounts in Balance Sheet					
Liability	4.86	1.04	25.13	19.96	
Assets	(12.09)	(11.41)	-	-	
Net (Asset)/Liability	(7.23)	(10.37)	25.13	19.96	
Expense Recognised in the Statement of Profit and Loss					
Current Service Cost	13.98	12.52	2.36	1.28	
Interest on Defined Benefit Obligation	16.75	15.51	1.96	1.35	
Expected Return on Plan Assets	(16.84)	(16.22)	-	-	
Net Actuarial Losses / (Gains) Recognized in Year	13.73	(5.79)	1.75	(0.55)	
Past Service Cost	2.19	0.40	-	-	
Admin & other non-plan investment management expenses	-	0.17	-	-	
Changes in Actuarial Assumptions	-	10.38	-	1.02	
Total Included in "Employee Benefit Expense"	29.81	16.97	6.07	3.10	
Movement in the asset recognised in the balance sheet:					
Actual Return on Plan Assets	26.85	11.36			
Opening Net (Asset) / Liability	(10.37)	(11.66)	19.96	16.98	
Currency translation difference	(0.35)	(1.36)	0.46	0.32	
Liability assumed on transfer of employees	-	0.07	-	-	
Total charge as above	29.81	16.97	6.07	3.10	
Contribution paid	(26.32)	(14.40)	(1.72)	(1.21)	
Pursuant to acquisition [Refer Note 27 C (c) and 27 C (a)]	-	0.01	0.36	0.77	
Closing Net (Asset) / Liability	(7.23)	(10.37)	25.13	19.96	

Notes to Consolidated Financial Statements

NOTE 31: EMPLOYEE BENEFITS: (Continued)

(2) Post-employment benefits: (Continued)

(a) Gratuity, Pension, Leaving Indemnity and Medical benefit plans (Continued)

	₹ in Crores			
	Gratuity and Pension (Funded)		Pension, Leaving Indemnity, Gratuity and Medical Plan (Unfunded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Reconciliation of Benefit Obligations & Plan Assets For the Period				
Change in Defined Benefit Obligation				
Opening Defined Benefit Obligation	203.44	187.84	19.96	16.73
Current Service Cost	13.98	12.52	2.36	1.28
Interest Cost	16.75	15.51	1.96	1.35
Actuarial Losses / (Gain)	23.70	(5.60)	1.75	0.75
Past Service Cost	2.19	0.40	-	-
Annuities Purchased	0.37	7.48	-	-
Exchange Difference on Foreign Plans	2.63	3.76	0.46	0.30
Member Contributions	1.47	1.35	-	-
Pursuant to acquisition [Refer Note 27 C (c) and 27 C (a)]	-	0.80	0.36	0.76
Benefits Paid	(16.26)	(20.62)	(1.72)	(1.21)
Closing Defined Benefit Obligation	248.27	203.44	25.13	19.96
Change in Fair Value of Assets				
Opening Fair Value of Plan Assets	213.81	193.96	-	-
Expected Return on Plan Assets	16.84	16.22	-	-
Actuarial Gain / (Losses)	9.97	(4.17)	-	-
Contributions by Employer	26.32	14.40	1.72	1.21
Annuities Purchased	0.37	7.48	-	-
Exchange Difference on Foreign Plans	2.98	4.41	-	-
Member Contributions	1.47	1.35	-	-
Benefits Paid	(16.26)	(20.62)	(1.72)	(1.21)
Pursuant to acquisition [Refer Note 27 C (a)]	-	0.78	-	-
Closing Fair Value of Plan Assets	255.50	213.81	-	-
Summary of the Actuarial Assumptions				
Discount Rate	5% to 11%	5.0% to 9.5%	4.5% to 11.97%	4.5% to 9.50%
Expected Rate of Return on Assets	4.0% to 8.50%	5.0% to 8.50%		

Notes to Consolidated Financial Statements

NOTE 31: EMPLOYEE BENEFITS: (Continued)

(2) Post-employment benefits (Continued)

(a) Gratuity, Pension, Leaving Indemnity and Medical benefit plans.(Continued)

Experience Adjustments for the current and previous Four periods	₹ in Crores)				
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011
Gratuity and Pension (Funded)					
Defined Benefit Obligation	248.27	203.44	187.84	163.67	134.96
Plan Assets	255.50	213.81	193.96	175.28	143.15
Surplus	7.23	10.37	6.12	11.61	8.19
Experience adjustment on plan liabilities	(2.76)	(2.37)	(0.18)	(0.06)	0.03
Experience adjustment on plan assets	(8.90)	(5.89)	1.90	(2.60)	0.57
Pension, Gratuity and Medical Plan (Unfunded)					
Defined Benefit Obligation	25.13	19.96	16.73	15.12	15.88
Plan Assets	-	-	-	-	-
(Deficit)	(25.13)	(19.96)	(16.73)	(15.12)	(15.88)
Experience adjustment on plan Liabilities	0.19	(0.15)	0.65	(2.46)	(0.57)
Experience adjustment on plan assets	-	-	-	-	-

Notes:

- a) The estimates of future salary increases, considered in actuarial valuation, take into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- b) The Group estimates that the amount to be contributed to the gratuity and pension fund for the financial year 2015-16 will be ₹ 4.87 crores.

(b) Provident Fund

The provident fund assets and liabilities of the parent and one of its joint Venture (PPG Asian Paints Private Limited) is managed by its respective provident fund trusts.

The guidance on Implementing AS - 15, Employee Benefits issued by Accounting Standards Board (ASB) states that benefits involving employer established provident fund, which require interest shortfalls to be recompensed, are to be considered as defined benefit plans. The plan guarantees interest at the rate notified by the Provident Fund Authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of the services by the employee. In terms of the guidance note issued by the Institute of Actuaries of India for measurement of provident fund liabilities, the actuary has provided a valuation of provident fund liability and based on the assumption provided below there is no shortfall as at 31st March, 2015 and 31st March, 2014.

The details of benefit obligation and plan assets of the provident funds as at 31st March, 2015 are as given below:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Present value of benefit obligation at period	332.39	287.96
Plan assets at period end, at fair value, restricted to	332.39	287.96
Asset recognised in balance sheet	-	-

Assumptions used in determining the present value obligation of the interest rate guarantee are as under:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Discount Rate	7.78% to 7.90%	9.15% to 9.20%
Expected Guaranteed interest rate	8.75%	8.75%

Notes to Consolidated Financial Statements

NOTE 32: EARNINGS PER SHARE:

Particulars	Year 2014-15	Year 2013-14
Basic and diluted earnings per share attributable to shareholders in rupees (face value - ₹ 1 per share)	14.54	12.71
Profit attributable to shareholders as per Statement of Profit & Loss. (₹ in crores)	1,395.15	1,218.81
Weighted average number of equity shares outstanding	95,91,97,790	95,91,97,790

NOTE 33. PURSUANT TO THE ACCOUNTING STANDARD (AS-19) – LEASES, THE FOLLOWING INFORMATION IS GIVEN:

I. Assets given on operating leases

- a) The Parent Company and certain subsidiaries have provided tinting systems to its dealers on an operating lease basis. The lease period varies between four to nine years. The lease rentals are payable monthly by the dealers. A refundable security deposit is collected at the time of signing the agreement.
- b) Future minimum lease rentals receivable as at 31st March, 2015 as per the lease agreements:

	(₹ in crores)	
	As at 31.03.2015	As at 31.03.2014
Not later than one year	0.25	0.30
Later than one year and not later than five years	0.08	0.14
Later than five years	-	-
TOTAL	0.33	0.44

The information pertaining to future minimum lease rentals receivable is based on the lease agreements entered into between the respective companies and the dealers and variation made thereto. The lease rentals are reviewed periodically taking into account prevailing market conditions.

- c) The initial direct cost relating to acquisition of tinting system is capitalised.
- d) The information on gross amount of leased assets, depreciation and impairment is given in Note 11.

II. Assets taken on operating leases

- a) The Parent Company has taken cars, computers and other systems hardware on an operating lease basis. The lease rentals are payable by the parent company on a monthly and quarterly basis.
- b) In addition, the Joint Ventures have entered into an arrangement to obtain computer equipments, mixing racks, cars etc, on non-cancellable operating lease for tenure ranging from twenty four (24) months to forty eight (48) months. As per the lease agreement the Joint Ventures do not have an option to purchase the assets.
- c) In addition, certain overseas subsidiaries have also taken certain assets on operating lease.
- d) Future minimum lease rentals payable as at 31st March, 2015 as per the lease agreements:

	(₹ in crores)	
	As at 31.03.2015	As at 31.03.2014
i) Not later than one year	16.55	16.30
ii) Later than one year and not later than five years	28.57	16.95
iii) Later than five years	34.29	1.03
TOTAL	79.41	34.28

Notes to Consolidated Financial Statements

NOTE 33. PURSUANT TO THE ACCOUNTING STANDARD (AS-19) – LEASES, THE FOLLOWING INFORMATION IS GIVEN:(Continued)

e) Lease payments recognised in the statement of profit and loss for the period - ₹ 19.84 crores. (Previous year ₹ 14.59 crores).

III. Assets taken on finance lease

a) Certain subsidiaries have taken plant and equipment on finance lease which effectively transferred to the respective subsidiaries substantially all of the risks and benefits incidental to the ownership.

b) Future minimum lease rentals payable as at 31st March 2015 as per the lease agreements:

(₹ in crores)

	As at 31.03.2015			As at 31.03.2014		
	Minimum lease payments	Finance charge allocated to future periods	Present value	Minimum lease payments	Finance charge allocated to future periods	Present value
i) Not later than one year	0.97	0.34	0.63	0.51	0.16	0.35
ii) Later than one year and not later than five years	2.34	0.51	1.83	1.02	0.17	0.85
iii) Later than five years	0.85	0.33	0.51	-	-	-
TOTAL	4.16	1.18	2.97	1.53	0.33	1.20

c) The information on gross amount of leased assets, depreciation and impairment is given in Note 11.

IV. Assets given on finance lease

a) Certain subsidiaries have leased some of their plant and equipment on finance lease which effectively transferred substantially all of the risks and benefits incidental to the ownership.

b) The total gross investment in these leases and the present value of minimum lease payment receivable as on 31st March, 2015 is as under:

(₹ in crores)

	As at 31.03.2015			As at 31.03.2014		
	Gross investment in lease	Unearned finance Income	Present value of receivables	Gross investment in lease	Unearned finance Income	Present value of receivables
i) Not later than one year	1.63	0.88	0.75	1.04	0.51	0.53
ii) Later than one year and not later than five years	0.32	0.07	0.25	0.43	0.11	0.32
iii) Later than five years	-	-	-	-	-	-
TOTAL	1.95	0.95	1.00	1.47	0.62	0.85

Notes to Consolidated Financial Statements

NOTE 34. PURSUANT TO THE ACCOUNTING STANDARD (AS - 29) – PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS, THE DISCLOSURE RELATING TO PROVISIONS MADE IN THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 IS AS FOLLOWS:

(₹ in crores)

	Provision for Excise (1)		Provision for Sales Tax (2)		Provision for Other Statutory Liabilities (3)		Provision for Warranties(4)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Opening Balance	1.27	1.25	13.77	10.73	2.25	-	2.10	2.14
Additions pursuant to investment in Sleek International Pvt Ltd. (Refer Note 27 C (a))	-	-	-	1.21	-	2.37	-	-
Additions	0.01	0.02	6.64	1.83	-	-	0.16	0.20
Utilisations	(0.03)	-	(0.44)	-	(0.06)	(0.12)	(0.03)	(0.43)
Reversals	(0.02)	-	(0.24)	-	(0.88)	-	-	-
Currency translation	-	-	-	-	-	-	(0.10)	0.19
Closing Balance	1.23	1.27	19.73	13.77	1.31	2.25	2.13	2.10

- (1) Excise provision made towards matters disputed at various appellate levels.
- (2) Sales tax provisions made towards non receipt of 'C' forms and towards matters disputed at various appellate level.
- (3) Provision for other statutory liabilities represent provision for probable outflow towards employee related statutory liabilities.
- (4) Provision for warranties represents management's best estimate of the liability for warranties granted on paints by some of the subsidiaries based on past experience of claims.

Notes to Consolidated Financial Statements

**NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) - 18 FOR THE YEAR
ENDED 31ST MARCH, 2015.**

Particulars	Key Management Personnel ^	Companies/Firms/Sole prop/HUF controlled by Directors/Relatives	Employee benefit plans where control exists	Promoters & their relatives having control ^		Others
				2013-14	2014-15	
Sale of goods and Other Miscellaneous items	-	-	1.80	3.29	-	4.40
Other recoveries	-	-	-	0.56	-	0.88
Reimbursement of Expenses – received	-	-	-	-	-	0.98
Purchase of goods	-	395.78	292.85	-	-	-
Remuneration	6.10	5.21	-	-	5.41*	4.43
Retirement Benefits	-	-	-	-	0.21	0.21
Commission to Promoter	-	-	-	-	1.47	1.06
Non-executive Directors	-	-	-	-	-	-
Sitting Fees Paid to Promoter	-	-	-	-	0.25	0.08
Non-executive Directors	-	-	-	-	-	-
Donation	-	#	242.52	191.92	-	-
Dividend Paid	-	-	-	41.37	25.19	-
Contributions during the year	-	-	-	-	-	-
Rent Paid	-	-	0.05	-	-	0.41
Other services - Paid	-	-	0.11	0.20	-	0.05
Purchase of Assets	-	-	0.15	-	-	0.03
Sale of assets	-	-	0.49	0.14	-	-
Issue of equity shares	-	-	-	-	-	54.93
Repayment of Loans taken	-	-	-	-	-	-
Interest Paid on loan taken	-	-	-	3.10	-	-
Security Deposits Paid	-	-	0.02	0.41	-	-
Security Deposits Refunded	-	-	0.03	-	-	-
Outstanding as at 31st March						
Advances Given	-	-	-	-	2.14	-
Amount receivable	2.40	2.15	6.93	11.28	5.16	3.00
Amount payable	-	-	0.24	0.12	-	-
					1.27	2.97
					2.83	1.37

* Remuneration paid to relatives of promoters who are under the employment of the Company pursuant to the necessary approvals from the shareholders and the Central Govt., under Section 188 of the Companies Act, 2013.

Dividend paid to Key Managerial Personnel - current year ₹ 1,620 and previous year ₹ 1,285.

^ Key Management Personnel and relatives of promoters who are under the employment of the Group are entitled to post-employment benefits and other long term employee benefits recognised as per AS - 15 (Revised) on Employee Benefits in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

Notes to Consolidated Financial Statements

NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) - 18 FOR THE YEAR ENDED 31ST MARCH, 2015.(Continued)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year:

	(₹ in Crores)	
	2014-15	2013-14
Sale of goods & other Miscellaneous Items		
Resins & Plastics Ltd.	1.34	3.26
Santo Hardware Ltd.	0.95	1.20
Port Villa Hardware Ltd.	1.15	1.64
Orasscom Construction Industries	0.38	2.10
Al Hasan Engineering Co. SAOG	1.42	0.66
Others	0.96	0.30
	6.20	9.16
Other Recoveries		
PPG Industries Securities LLC	1.03	0.88
Palmleaf Furnitech Private Ltd	-	0.54
M/S Kitchen Creations	-	0.02
	1.03	1.44
Reimbursement of Expenses - received		
PPG Industries, Inc.	-	0.19
PPG Industries Securities, LLC	-	0.79
	-	0.98
Purchase of goods		
Hitech Plast Ltd.	260.80	224.66
Parekhplast India Limited	87.76	16.29
Others	56.61	61.23
	405.17	302.18
Remuneration		
Shri K.B.S. Anand	6.10	5.21
Shri Jalaj Dani	2.37	1.91
Shri Manish Choksi	2.56	2.07
Others	0.48	0.45
	11.51	9.64
Retiral Benefits		
Shri Ashwin Choksi	0.07	0.07
Shri Ashwin Dani	0.07	0.07
Shri Abhay Vakil	0.07	0.07
	0.21	0.21

Notes to Consolidated Financial Statements

NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) – 18 FOR THE YEAR ENDED 31ST MARCH, 2015.(Continued)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year: (Continued)

(₹ in Crores)

	2014-15	2013-14
Commission to Promoter Non-executive Directors		
Shri Mahendra C Choksi	0.24	0.20
Shri Amar Vakil	0.03	0.18
Shri Ashwin Choksi	0.28	0.24
Shri Ashwin Dani	0.26	0.18
Shri Abhay Vakil	0.22	0.08
Mrs. Ina Dani	-	0.10
Shri Malav Dani	0.22	0.08
Ms. Amrita Vakil	0.22	-
	1.47	1.06
Sitting Fees Paid to Promoter Non-executive Directors		
Shri Mahendra C Choksi	0.05	0.02
Shri Amar Vakil (*Amount Paid is ₹ 20,000)	*	0.01
Shri Ashwin Choksi	0.03	0.01
Shri Ashwin Dani	0.05	0.01
Shri Abhay Vakil	0.05	0.01
Shri Malav Dani	0.04	0.01
Mrs. Ina Dani	-	0.01
Ms. Amrita Vakil	0.04	-
	0.25	0.08
Donations		
Asian Paints Charitable Trust	-	1.50
	-	1.50
Contributions during the year		
Asian Paints Office Provident Fund	9.17	4.78
Asian Paints Factory Employees' Provident Fund	5.26	5.56
Asian Paints (I) Ltd. Employees' Gratuity Fund	24.96	13.13
Asian Paints Management Cadres' Superannuation Scheme	1.98	1.72
	41.37	25.19
Rent Paid		
Shri Thakur Ahuja	0.41	0.15
M/S MRJ Industries	0.05	-
	0.46	0.15

Notes to Consolidated Financial Statements

NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) - 18 FOR THE YEAR ENDED 31ST MARCH, 2015.(Continued)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year: (Continued)

(₹ in Crores)

	2014-15	2013-14
Other services - Paid		
AR Intertect Design Private. Ltd.	0.11	0.05
M/S Kitchen Creations	-	0.07
Palmleaf Furnitech Private Ltd	-	0.08
Shri Thakur Ahuja	0.05	0.08
	0.16	0.28
Purchase of Assets		
M/S Kitchen Creations	-	0.15
PPG Industries Securities LLC	0.03	-
	0.03	0.15
Sale of assets		
Resins & Plastics Ltd.	0.28	-
Ricinash Oil Mills Ltd.	0.08	-
Pragati Chemicals Ltd.	0.01	-
Gujarat Organics Limited	0.12	-
M/S Ess Ess Industries	-	0.14
	0.49	0.14
Issue of Equity Shares		
PPG Industries Securities LLC	-	32.00
Al Hassan Investment & Trading LLC	-	4.01
Shri Rajesh Ahuja	-	11.00
Shri Monesh Ahuja	-	7.92
	-	54.93
Repayment of Loans taken		
Mrs. Jyoti Ahuja	-	0.69
Shri Thakur Ahuja	-	1.43
Mrs. Seema Ahuja	-	0.51
Shri Prakash Ahuja	-	0.47
	-	3.10
Interest paid on loan taken		
Mrs. Seema Ahuja	-	0.02
Shri Prakash Ahuja	-	0.02
Others	-	0.01
	-	0.05

Notes to Consolidated Financial Statements

NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) – 18 FOR THE YEAR ENDED 31ST MARCH, 2015.(Continued)

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year: (Continued)

	(₹ in Crores)	2014-15	2013-14
Security Deposits paid			
Shri Rajesh Ahuja		0.18	0.18
Shri Monesh Ahuja		0.18	0.18
Shri Thakur Ahuja		0.18	0.18
Others		0.01	0.05
		0.55	0.59
Security Deposits refunded			
M/S MRJ Industries		0.02	-
Others		0.01	-
		0.03	-
Dividend paid to Companies controlled by Directors/Relatives			
Smiti Holding And Trading Company Private Limited		32.45	25.67
ISIS Holding and Trading Company Private Limited		31.73	25.10
Others		178.34	141.15
		242.52	191.92
Dividend paid to Promoters & their relatives having control			
Shri Abhay Vakil		17.07	13.51
Shri Amar Vakil		7.82	6.19
Others		36.42	28.88
		61.31	48.58

(a) Key Managerial Personnel:

Name of the Director	Designation
K.B.S. Anand	Managing Director & CEO

(b) Promoters and their relatives having control:

Directors:

Shri Ashwin Choksi	Non-Executive Chairman
Shri Ashwin Dani	Non-Executive Vice Chairman
Shri Mahendra Choksi	Non-Executive Director
Shri Abhay Vakil	Non-Executive Director (w.e.f. from 22 nd July, 2014)
Shri Amar Vakil	Non-Executive Director (retired on 26 th June, 2014)
Shri Malav Dani	Non-Executive Director
Ms. Amrita Vakil	Non-Executive Director (w.e.f. from 21 st May, 2014)

Notes to Consolidated Financial Statements

NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) – 18 FOR THE YEAR ENDED 31ST MARCH, 2015.(Continued)

Relatives of promoters who are under the employment of the Company:

Shri Jalaj Dani**
Shri Manish Choksi***
Shri Jigish Choksi
Shri Varun Vakil
Shri Vivek Vakil

** Shri Jalaj Dani, a relative of Company's Non-Executive Vice Chairman is a Non-Executive Chairman of Berger International Limited and also a Director on the Board of some of the subsidiary companies and one of the joint venture companies.

*** Shri Manish Choksi, a relative of Company's Non-Executive Director is also on the Board of some of the subsidiary companies and one of the joint venture companies.

(c) Companies over which the Directors have significant influence or control :

AR Intertect Design Pvt. Ltd.	Hitech Plast Ltd.	Riash Realty Private Ltd.
Avinash Holding and Trading Co. Pvt. Ltd.	Hydra Trading Pvt. Ltd.	Rangudyan Insurance Broking Services Ltd.
Asteroids Trading and Investments Pvt. Ltd.	ISIS Skills Development Pvt. Ltd.	Resins and Plastics Ltd.
Castle Investment and Industries Pvt. Ltd.	ISIS Holding and Trading Co. Pvt. Ltd.	Ricinash Oil Mill Ltd.
Centaurus Trading and Investments Pvt. Ltd.	Jalaj Trading and Investments Pvt. Ltd.	Rupen Investment and Industries Pvt. Ltd.
Clear Mipak Packaging and Solutions Ltd.	Jaldhar Trading and Investments Pvt. Ltd.	S.C. Dani Research Foundation Pvt. Ltd.
Coatings Specialities (India) Ltd.	Kalica Paper Industries Pvt. Ltd.	Sadavani Investments and Trading Co. Pvt. Ltd.
Canes Venatici Trading Company Pvt. Ltd.	Lambodar Investment and Trading Co. Ltd.	Sapan Investments Pvt. Ltd.
Dani Charitable Foundation	Lyon Investment and Industries Pvt. Ltd.	Satyadharma Investments and Trading Co. Pvt. Ltd.
Dani Finlease Ltd.	Murahar Investments and Trading Co. Ltd.	Smiti Holding and Trading Co. Pvt. Ltd.
Doli Trading and Investments Pvt. Ltd.	Navbharat Packaging Industries Ltd.	Sudhanva Investments and Trading Co. Pvt. Ltd.
Elcid Investments Ltd.	Nehal Trading and Investments Pvt. Ltd.	Suprasad Investments and Trading Co. Pvt. Ltd.
ELF Trading and Chemicals Mfg. Ltd.	Omega Properties Pvt. Ltd.	Suryakant Paint Accessories Pvt. Ltd.
Geetanjali Trading and Investments Pvt. Ltd.	Parekh Plast India Ltd.	Suptaswar Investments and Trading Co. Pvt. Ltd.
Gujarat Organics Ltd.	Pragati Chemicals Ltd.	Tru Trading and Investments Pvt. Ltd.
Germinait Solutions Pvt. Ltd.	Rayirth Holding and Trading Co. Pvt. Ltd.	Unnati Trading and Investments Pvt. Ltd.
Hiren Holdings Pvt. Ltd.	Rituh Holding and Trading Company Pvt. Ltd.	Vikatmev Containers Ltd.

Notes to Consolidated Financial Statements

NOTE 35. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) – 18 FOR THE YEAR ENDED 31ST MARCH, 2015.(Continued)

(d) Associates, promoters and affiliates of subsidiary companies / joint Ventures:

Al Hasan Engineering Co. SAOG	Monesh Ahuja HUF
Al Hassan Investment & Trading LLC	Shri Monesh Ahuja
Aladdin Investments Limited	Shri Prakash Ahuja
Asset Management Unit, Vanuatu	Shri Rajesh Ahuja
Au Bon Marche	Shri Thakur Ahuja
Blueocean Market Intelligence Services Pvt. Ltd.	Mrs. Jyoti Ahuja
Borderless Access Panels Pvt. Ltd.	Mrs. Seema P. Ahuja
Cross-Tab Marketing Services Pvt. Ltd.	Orasscom Construction Industries
Germinait Solutions Private Limited	Palmleaf Furnitech Private Limited
Informate Mobile Intelligence Pvt. Ltd.	Port Vila Hardware Ltd.
Just legal Corporate Advisors Pvt Ltd.	PPG India Private Limited
Kitchen Creations Private Limited	PPG Industries Inc.
Kitchen Grace (India) Private Limited	PPG Industries Securities LLC
LKP Hardware, Solomon Islands	Quasar Consolidated Services Private Limited
M/S Ess Ess Industries	Santo Hardware Ltd.
M/S Kitchen creations	Star Solutions
M/S MRJ Industries	Sultan Bin Sulayem, UAE
M/S Sleek International	Thakur Ahuja HUF

(e) Employee Benefit Funds where control exists:

- Asian Paints Office Provident Fund
- Asian Paints Factory Employees' Provident Fund
- Asian Paints Management Cadres' Superannuation Scheme
- Asian Paints (India) Limited Employees' Gratuity Fund
- Sleek International Pvt. Ltd. Employees' Group Gratuity Trust
- Kitchen Grace (India) Pvt. Ltd. Employees' Group Gratuity Trust

(f) Other entities over which there is a significant control:

- Asian Paints Charitable Trust
- Sleek Foundation Trust

Notes to Consolidated Financial Statements

NOTE 36. SEGMENT INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2015

(i) Primary segment information - Business segment:

	2014-15			2013-14		
	Paints	Home Improvement*	Total	Paints	Home Improvement*	Total
REVENUE						
External Sales (Net)	13,981.18	201.63	14,182.81	12,635.55	79.26	12,714.81
Inter-Segment Sales	-	-	-	-	-	-
Other Income	17.44	0.05	17.49	7.65	0.05	7.70
TOTAL REVENUE	13,998.62	201.68	14,200.30	12,643.20	79.31	12,722.51
RESULT						
Segment result	2,223.90	(30.07)	2,193.83 (234.42)	1,921.36	(0.36)	1,921.00 (171.03)
Operating Profit			1,959.41			1,749.97
Finance costs			(34.76)			(42.22)
Interest Income			11.51			13.87
Dividends			70.61			65.47
Profit on sale of short term investments			4.26			2.68
Profit on sale of long term investments			27.56			9.61
Profit on sale of fixed assets			2.69			7.11
Other non-operating income			35.59			27.78
Income taxes			(649.54)			(571.51)
Profit after tax			1,427.33			1,262.76
OTHER INFORMATION						
Segment assets	6,604.29	239.94	6,844.23	6,027.82	167.28	6,195.10
Unallocated assets			2,068.25			1,882.49
TOTAL ASSETS			8,912.48			8,077.59
Segment liabilities	3,227.74	53.67	3,281.41	3,199.13	31.71	3,230.84
Unallocated liabilities			888.71			807.53
TOTAL LIABILITIES			4,170.12			4,038.37
Capital expenditure	268.66	53.16	321.82	170.30	22.71	193.01
Unallocated capital expenditure			29.14			14.37
TOTAL			350.96			207.38
Depreciation, Amortisation and Impairment	230.09	14.87	244.96	243.54	4.13	247.67
Unallocated depreciation/Impairment			23.37			7.95
TOTAL			268.33			255.62

* Home Improvement business is identified as a separate business segment which includes Sleek International Private Limited acquired by the Parent Company on 8th August, 2013 [Refer Note 27 C (a)] and bath fittings business acquired by the Parent Company effective 1st June, 2014 [Refer Note 27 C (e)].

(ii) Secondary segment information - Geographical Segment:

	2014-15			2013-14		
	Domestic Operations	International Operations	TOTAL	Domestic Operations	International Operations	TOTAL
Segment revenue	12,414.77	1,785.53	14,200.30	11,046.85	1,675.66	12,722.51
Carrying cost of segment assets	7,567.41	1,345.07	8,912.48	6,976.74	1,100.85	8,077.59
Additions to fixed and intangible assets*	202.10	85.33	287.43	248.14	34.41	282.55

* FY 2014-15 includes additions pursuant to acquisition of stake in Kadisco Paint and Adhesive Industry Share Company [Refer Note 27 C (c)]. FY 2013-14 includes additions pursuant to acquisition of Sleek International Private Limited [Refer Note 27 C (a)]

Notes to Consolidated Financial Statements

NOTE 37: DISCLOSURE OF ADDITIONAL INFORMATION PERTAINING TO THE PARENT COMPANY, SUBSIDIARIES AND JOINT VENTURES:

Name of the Company	₹ in Crores			
	Net Assets (Total Assets minus Total Liabilities)	As % of Consolidated net assets	Net Assets	Share in Profit or Loss
			As % of Consolidated profit or loss	Profit/(Loss)
Parent Company				
Asian Paints Limited	83.9	4,200.54	91.9	1,311.08
Indian Subsidiaries				
Direct Subsidiaries				
Asian Paints Industrial coating Limited	0.2	9.52	0.0	0.38
Multifacet Infrastructure (India) Limited	0.0	(0.04)	0.0	(0.01)
Maxbhumi Developers Limited	0.0	(1.25)	(0.1)	(0.96)
Sleek International Private Limited	(0.1)	(6.43)	(0.6)	(8.53)
Indirect Subsidiaries				
Kitchen Grace (India) Private limited	0.0	1.38	0.1	1.01
Foreign Subsidiaries				
Direct Subsidiaries				
Asian Paints (Nepal) Private Limited	0.8	38.39	0.6	9.02
Asian Paints (International) Limited	2.3	118.21	(0.3)	(4.23)
Indirect Subsidiaries				
Samoa Paints Limited	0.0	0.83	0.0	0.60
Asian Paints (South Pacific) Limited	0.3	15.57	0.5	6.74
Asian Paints (Tonga) Limited	0.0	0.49	0.1	1.25
Asian Paints (S I) Limited	0.1	3.23	0.3	3.74
Asian Paints (Vanuatu) Limited	0.0	0.24	0.0	0.35
Asian Paints (Middle East) LLC	0.5	24.58	0.2	2.60
Asian Paints (Bangladesh) Limited	0.9	44.93	0.5	6.49
SCIB Chemicals S.A.E.	1.7	86.39	1.2	17.78
Asian Paints (Lanka) Limited	0.1	3.78	(0.1)	(2.03)
Berger International Limited	(1.8)	(89.34)	(0.2)	(2.20)
Berger Paints Singapore Pte Limited	(1.1)	(57.31)	(0.1)	(1.13)
Berger Paints Bahrain W.L.L.	0.8	39.84	0.8	11.89
Berger Paints Emirates LLC	0.6	31.51	0.3	4.47
Nirvana Investments Limited	0.0	2.08	0.0	0.00
Enterprise Paints Limited	(0.4)	(19.94)	0.0	0.00
Universal Paints Limited	1.5	74.13	0.0	0.00
Lewis Berger (Overseas Holdings) Limited	0.1	5.75	0.0	(0.25)
Berger Paints Jamaica Limited	0.0	0.02	0.3	4.43
Berger Paints Trinidad Limited	0.2	8.10	0.1	1.25
Berger Paints Barbados Limited	0.6	29.04	0.2	3.44
Kadisco Paint and Adhesive Industry Share Company	0.1	2.82	0.2	2.81
PT Asian Paints Indonesia	0.0	(0.09)	0.0	(0.09)
Minority Interests in all subsidiaries	5.2	263.67	2.3	32.18
Joint Ventures (as per proportionate consolidation)				
Indian				
PPG Asian Paints Private Limited	3.1	155.47	1.9	26.80
<i>Wholly Owned Subsidiaries of PPG Asian Paints Private Limited:</i>				
Faaber Paints Private Limited	0.1	4.41	0.1	1.14
PPG Asian Paints Lanka Private Limited	0.0	0.83	0.0	0.09
Asian Paints PPG Private Limited	0.3	14.68	(0.2)	(2.78)
TOTAL	100	5,006.03	100	1,427.33

Note : The above figures are after eliminating intra group transactions and intra group balances as at 31st March, 2015.

Notes to Consolidated Financial Statements

NOTE 38. Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year classification/disclosure.

As per our report of even date

For and on behalf of the Board of Directors of
Asian Paints Limited
CIN:L24220MH1945PLC004598

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia

Partner

Membership No: 042070

Mumbai

18th May, 2015

Ashwin Choksi

Chairman

DIN: 00009095

Dipankar Basu

Chairman of Audit Committee

DIN: 00009653

Mumbai

18th May, 2015

K.B.S. Anand

Managing Director & CEO

DIN: 03518282

Jayesh Merchant

CFO & Company Secretary,

President - Industrial JVs

**FORM AOC-1: STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES AND JOINTVENTURES
(PURSUANT TO FIRST PROVISO TO SUB SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)**

PART “A”: SUBSIDIARIES

Name of the Subsidiary	Reporting Currency	Exchange Rate	Reporting period	Share Capital	Reserves & Surplus	Total Liabilities	Total Assets	Investments ~	Turnover	PBT	Tax provision	PAT	All figures except exchange rates in ₹ crores														
													Current Period	Previous Period	Current Period	Previous Period											
Asian Paints (Bangladesh) Ltd.	Taka	0.82	0.79	Apr 14 to Mar 15	Apr 13 to Mar 14	32.30	31.02	4.11	(3.15)	107.75	76.06	144.16	103.93	-	-	268.56	218.60	12.56	15.25	(5.22)	7.34	8.74	-	89.78			
Asian Paints (International) Ltd.	US \$	62.50	59.92	Apr 14 to Mar 15	Apr 13 to Mar 14	154.80	148.41	84.82	36.71	11.43	41.02	25.10	246.14	-	-	-	109.13	96.05	6.15	25.67	(1.13)	(1.41)	5.44	-	25.83		
Asian Paints (Middle East) LLC	OMR	162.78	156.04	Apr 14 to Mar 15	Apr 13 to Mar 14	18.26	17.51	35.27	31.05	70.02	22.61	123.55	71.16	-	-	109.13	96.05	6.15	9.52	(0.71)	(1.08)	5.44	-	49.00			
Asian Paints (Nepal) Pvt. Ltd.	Nepal Rs.	0.63	0.62	15 Apr 14 to 15 Mar 15	15 Mar 13 to 16 Mar 14	2.01	1.98	69.07	55.72	49.36	44.61	120.96	102.32	-	-	157.32	137.94	22.39	23.26	(4.84)	(5.06)	17.55	18.20	5.04	3.97	51.00	
Asian Paints (S.L.) Ltd.	SL \$	8.11	8.24	Apr 14 to Mar 15	Apr 13 to Mar 14	0.51	0.52	9.65	9.79	5.94	6.15	16.10	16.46	1.74	1.68	13.86	16.33	4.90	6.06	(0.01)	(0.03)	4.89	6.02	4.86	5.94	75.00	
Asian Paints (South Pacific) Ltd.	Fiji \$	30.64	32.74	Apr 14 to Mar 15	Apr 13 to Mar 14	1.46	1.56	47.61	49.09	16.67	19.19	65.73	69.83	2.47	2.37	88.27	95.90	14.50	14.13	(2.65)	(2.58)	11.65	11.55	1.46	-	54.07	
Asian Paints (Tonga) Ltd.	\$ Top	30.29	32.32	Apr 14 to Mar 15	Apr 13 to Mar 14	0.36	0.39	6.20	5.53	2.00	1.96	8.56	7.87	0.86	0.83	7.75	7.52	1.40	0.89	(0.20)	(0.26)	1.20	0.63	0.18	0.39	100	
Asian Paints (Vanuatu) Ltd.	Vatu	0.60	0.64	Apr 14 to Mar 15	Apr 13 to Mar 14	1.86	1.98	1.70	2.04	1.00	2.10	4.55	6.12	0.01	0.01	5.40	6.61	0.56	1.03	-	-	0.56	1.03	0.78	1.60	60.00	
Asian Paints Industrial Coatings ₹ Ltd.	SL Rs.	1.00	1.00	Apr 14 to Mar 15	Apr 13 to Mar 14	30.45	30.45	9.52	9.14	3.48	4.24	43.45	43.82	26.36	25.55	8.28	8.50	0.23	0.23	(1.57)	0.14	(0.15)	0.38	(1.72)	-	-	100
Asian Paints Lanka Ltd.	SL Rs.	0.48	0.46	Apr 14 to Mar 15	Apr 13 to Mar 14	37.82	36.05	6.10	3.82	30.73	33.33	62.44	65.56	-	-	92.22	84.12	(1.89)	0.41	(0.26)	(0.81)	(2.15)	(0.41)	-	-	99.18	
Berger International Ltd.	SG\$	45.49	47.64	Apr 14 to Mar 15	Apr 13 to Mar 14	163.42	175.08	(192.38)	(204.27)	343.22	214.20	314.25	185.01	-	-	-	-	3.40	19.57	(0.73)	(0.41)	2.67	19.15	-	-	1.39	100
Berger Paints Bahrain W.L.L.	BHD	165.67	159.36	Apr 14 to Mar 15	Apr 13 to Mar 14	6.92	6.66	38.31	39.71	16.99	15.15	62.22	61.53	-	-	92.24	86.89	12.27	12.20	12.27	12.20	15.24	6.37	100	-	-	
Berger Paints Barbados Ltd.	Barbados \$	31.25	29.66	Apr 14 to Mar 15	Apr 13 to Mar 14	5.88	5.58	22.44	22.44	6.74	8.62	38.79	36.84	-	-	53.30	50.44	4.66	4.66	(0.50)	(0.50)	4.19	3.67	1.09	1.19	100	
Berger Paints Emirates LLC	AED	17.02	16.32	Apr 14 to Mar 15	Apr 13 to Mar 14	1.70	1.63	29.06	23.50	97.28	79.31	128.05	104.44	-	-	222.01	187.99	4.56	6.26	-	-	4.56	2.62	-	-	100	
Jamaican \$	JMD	0.55	0.55	Apr 14 to Mar 15	Apr 13 to Mar 14	7.74	7.80	23.51	15.78	26.52	25.05	57.77	48.63	-	-	101.19	95.59	4.32	4.44	(0.66)	(1.42)	3.66	3.02	2.31	1.53	51.00	
Berger Paints Singapore Pte. Ltd.	SG\$	45.49	47.64	Apr 14 to Mar 15	Apr 13 to Mar 14	66.16	69.28	(37.13)	(37.77)	25.61	25.44	54.64	56.95	0.02	0.02	93.23	86.95	(1.36)	3.07	0.30	(0.60)	(1.06)	2.47	-	-	100	
Berger Paints Trinidad Ltd.	Trinidad \$	9.83	9.41	Apr 14 to Mar 15	Apr 13 to Mar 14	5.81	5.56	23.69	21.47	14.49	9.69	43.98	36.72	-	-	59.49	60.84	2.91	4.11	(0.73)	(1.24)	2.18	2.87	0.41	0.24	70.00	
Kadisco Paint and Adhesive Ethiopian Industry Share Company ^	Birr	3.06	-	Jul 14 to Mar 15	N/A	30.62	N/A	7.49	N/A	26.78	N/A	64.89	N/A	0.77	N/A	110.36	N/A	24.72	N/A	(8.13)	N/A	16.59	N/A	23.82	N/A	51.00	
Enterprise Paints Ltd.	GBP	92.74	99.42	Apr 14 to Mar 15	Apr 13 to Mar 14	1.35	1.45	(15.72)	(16.86)	20.00	21.45	5.63	6.04	-	-	#	#	#	#	(0.61)	(0.78)	1.81	4.77	0.99	0.99	100	
Lewis Berger (Overseas Holdings) Ltd.	GBP	92.74	99.42	Apr 14 to Mar 15	Apr 13 to Mar 14	17.34	18.59	18.19	20.49	0.35	0.56	35.88	39.64	-	-	5.62	6.23	2.03	2.58	(0.61)	(0.78)	1.82	4.77	0.99	0.99	100	
Mahakumi Developers Ltd.	₹	1.00	1.00	Apr 14 to Mar 15	Apr 13 to Mar 14	0.42	0.05	13.88	(0.29)	0.01	14.44	14.31	14.20	-	-	(0.96)	(0.05)	-	-	(0.96)	(0.05)	-	-	(0.96)	-	-	
Nirvana Investments Ltd.	GBP	92.74	99.42	Apr 14 to Mar 15	Apr 13 to Mar 14	#	#	1.75	1.88	-	1.75	1.88	-	-	6.79	6.24	1.02	1.15	(0.25)	(0.31)	0.77	0.84	-	-	100		
Santosa Paints Ltd.	WST \$	27.34	26.41	Apr 14 to Mar 15	Apr 13 to Mar 14	0.25	0.24	4.38	3.70	0.72	1.12	5.35	5.06	-	-	56.51	428.73	462.96	45.42	58.69	(13.73)	(15.00)	31.70	43.68	31.21	29.74	60.00
SCB Chemicals S.A.E.	EGP	8.21	8.75	Apr 14 to Mar 15	Apr 13 to Mar 14	14.78	15.75	153.56	163.06	94.05	102.01	262.40	280.82	-	-	14.11	6.74	-	-	(0.01)	#	14.11	67.4	0.01	100	100	
Universal Paints Ltd.	GBP	92.74	99.42	Apr 14 to Mar 15	Apr 13 to Mar 14	3.98	4.27	82.10	72.89	-	86.08	77.16	-	-	-	-	-	-	-	(0.01)	#	-	-	-	-	100	
Multifacet Infrastructure (India) ₹ Ltd.	₹	1.00	1.00	Apr 14 to Mar 15	Apr 13 to Mar 14	0.05	0.05	(0.04)	(0.04)	0.01	0.03	0.01	0.04	-	-	-	-	-	-	(0.01)	#	-	-	-	-	100	
Sleek International Pvt. Ltd. *	₹	1.00	1.00	Apr 14 to Mar 15	Apr 13 to Mar 14	0.12	0.12	117.98	134.71	23.56	28.40	141.66	163.24	5.00	28.10	121.81	81.08	(16.73)	(3.58)	-	(0.14)	(16.73)	(3.71)	-	-	51.00	
Kitchen Grace (India) Pvt. Ltd. *	₹	1.00	1.00	Apr 14 to Mar 15	Apr 13 to Mar 14	1.39	1.39	10.89	8.66	3.17	7.32	15.45	17.37	-	-	9.65	18.25	2.23	1.99	-	-	NA	-	NA	-	-	100
1. Names of subsidiaries which are yet to commence operations:																											
2. Names of subsidiaries which have been liquidated or sold during the year		None																									
PT Asian Paints Indonesia @ IDR	IDR	0.005	- 23 Dec 14 to 31 Mar 15	NA	-	(0.08)	NA	0.19	-	NA	0.10	NA	-	NA	-	NA	(0.08)	NA	-	NA	(0.08)	NA	-	NA	-	NA	-

* Refer Note 27 C (a) of Notes to Consolidated Financial Statements.

^ Refer Note 27 C (c) of Notes to Consolidated Financial Statements.

@ Refer Note 27 C (d) of Notes to Consolidated Financial Statements.

~ Investments other than in subsidiary companies.

Amounts less than ₹ 1 Lakh

Note - Indian rupees equivalent of the foreign currency translated at the exchange rate as at 31.03.2015 for current period and 31.03.2014 for previous period.

PART “B”: JOINT VENTURES

Name of Joint Ventures	Asian Paints PPG Private Limited	PPG Asian Paints Private Limited
(i) Latest audited Balance Sheet Date	31 st March 2015	31 st March 2015
(ii) Shares of Joint Ventures held by the Company as at the year end:		
Number of shares	52,43,961	2,85,18,112
Amount of Investment in Joint Venture	₹ 30.47 crores	₹ 81.43 crores
Extend of Holding %	50%	50%
(iii) Description of how there is significant influence	Not Applicable	Not Applicable
(iv) Reason why the joint venture is not consolidated	Consolidated	Consolidated
(v) Networth attributable to Shareholding as per latest audited Balance Sheet	₹ 45.14 crores	₹ 242.13 crores
(vi) (Loss)/Profit for the year	(₹ 2.78 crores)	₹ 28.03 crores
a. Considered in Consolidation		
b. Not Considered in Consolidation	NIL	NIL

1. Names of joint ventures which are yet to commence operations - NIL

2. Names of joint ventures which have been liquidated or sold during the year - NIL

For and on behalf of the Board of Directors of
Asian Paints Limited
 CIN:L24220MH1945PLC004598

Ashwin Choksi
 Chairman
 DIN: 00009095

Dipankar Basu
 Chairman of Audit Committee
 DIN: 00009653

Mumbai
 18th May, 2015

K.B.S. Anand
 Managing Director & CEO
 DIN: 03518282

Jayesh Merchant
 CFO & Company Secretary,
 President - Industrial JVs

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

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

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder: (i) Relationship with the minor nominee

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____

**Asian Paints Limited**

CIN: (L24220MH1945PLC004598)

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

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance)

Folio No./Client ID _____

I/We hereby record my/our presence at the **69th ANNUAL GENERAL MEETING** of the Company at Yashwantrao Chavan Pratisthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 on Friday, 3rd July, 2015 at 11.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Asian Paints Limited

CIN: (L24220MH1945PLC004598)

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID:

DP ID:

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(2) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(3) Name: _____

Address: _____

E-mail Id: _____ or failing him;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/behalf at the 69th Annual General Meeting of the Company to be held on Friday, 3rd July, 2015 at 11.00 a.m. at Yashwantrao Chavan Pratisthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	For	Against
1	Ordinary Business Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31 st March, 2015 together with the reports of the Board of Directors and Auditors' thereon		
2	Declaration of final dividend on equity shares		
3	Re-appointment of Shri Ashwin Choksi (DIN: 00009095) as a Director of the Company		
4	Re-appointment of Shri Ashwin Dani (DIN: 00009126) as a Director of the Company		



Resolution No.	RESOLUTIONS	For	Against
5	Special Business Appointment of M/s B S R & Co. LLP, Chartered Accountants (FRN No. 101248W/W – 100022) as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM and fixing their remuneration		
6	Appointment of Shri Abhay Vakil (DIN: 00009151) as a Non-Executive Director.		
7	Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (FRN: 000242) Cost Auditors of the Company for the financial year ending 31 st March, 2016		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Asian Paints Limited, 6A, Shantinagar,
Santacruz (East), Mumbai - 400 055.
CIN: L24220MH1945PLC004598
Email: investor.relations@asianpaints.com
www.asianpaints.com

Notice

ASIAN PAINTS LIMITED

CIN: L24220MH1945PLC004598

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

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

Tel No.: 022 3981 8000 Fax No.: 022 3981 8888

NOTICE is hereby given that the **SIXTY-NINTH ANNUAL GENERAL MEETING** of the Company will be held at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 on **Friday, 3rd July, 2015 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Board of Directors and Auditors' thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Shri Ashwin Choksi (DIN: 00009095), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Ashwin Dani (DIN: 00009126), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration Number 101248W/W – 100022) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

6. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Abhay Vakil (DIN: 00009151) who was appointed as an Additional Director with effect from 22nd July, 2014 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation”.

7. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. RA & Co., Cost Accountants (Firm Registration Number 000242) appointed as Cost Auditors for conducting audit of the cost records of the Company, if required, for the financial year ending 31st March, 2016, be paid remuneration not exceeding ₹ 4,50,000 (Rupees four lakhs and fifty thousand only) p.a. excluding service tax and reimbursement of out

of pocket expenses at actuals, if any, incurred in connection with the audit.

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A Proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM i.e. by 11.00 a.m. on Wednesday, 1st July, 2015. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the AGM is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays upto the date of the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26th June, 2015 to 3rd July, 2015 (both days inclusive).
5. Dividend recommended by the Board of Directors, if approved by the Members at the AGM, will be paid after 4th July, 2015 to those members whose names appear on the Company's Register of Members as on 25th June, 2015. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on 25th June, 2015 as per the details furnished by the Depositories, viz., National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
6. The Company is presently using National Electronic Credit System (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send:
 - Any change in their address/mandate/bank details;
 - Particulars of their bank account, in case the same have not been sent earlier;
 - Quote their Folio numbers in all correspondences; and
 - Applications for consolidating their holdings into one folio in case shares are held under multiple folios in the identical order of names
7. Members holding shares in electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories will be printed on the dividend warrants.
8. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held. Members who hold shares in electronic form are requested to bring their Client ID and DP ID numbers for identification.
9. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section

113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent by 11.00 a.m. on Wednesday, 1st July, 2015.

10. In terms of Section 123 of the Companies Act, 2013 and Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the financial year 2015-16, the Company would be transferring the unclaimed or unpaid final dividend for the financial year ended 31st March, 2008 to IEPF on or before 23rd July, 2015 and also interim dividend for the financial year ended 31st March, 2009 on or before 23rd November, 2015. Members are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to IEPF.
11. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
12. Electronic copy of the Notice convening the 69th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
13. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
14. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members

are, therefore, requested to bring their copies of the Annual Report to the Meeting.

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules issued thereunder and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote by electronic means through the remote e-voting platform provided by NSDL. The process for remote e-voting is annexed hereto.
16. Members who do not have access to remote e-voting facility may send duly completed Ballot form annexed hereto so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Makarand Joshi, Practicing Company Secretary, (Membership No. 5533, COP: 3662), at the Registered Office of the Company not later than Thursday, 2nd July, 2015 (5.00 p.m. IST). Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 26th June, 2015 have the option to request for physical copy of the Ballot form by sending an email to investor.relations@asianpaints.com or sharepro@shareproservices.com by mentioning their Folio No./ DP ID and Client ID No. Ballot form received after Thursday, 2nd July, 2015 (5.00 p.m. IST) will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid.
17. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off-date i.e. Friday, 26th June, 2015.
18. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Sharepro Services (India) Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

19. Information required under Clause 49 of the Listing Agreement with respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

Name of the Director	Shri Ashwin Choksi
Director Identification Number	00009095
Date of appointment	18 th October, 1970
Brief resume of the Director including nature of expertise in specific functional areas	<p>Shri Ashwin Choksi holds a Masters' Degree in Commerce from Sydenham College, Mumbai. He joined the Company in the year 1965 and was initially inducted into the Materials Function of the Company. He obtained detailed knowledge and understanding of the Company during his stint under various capacities in the Company. His expertise in materials, sourcing, logistics and finance function along with entrepreneurial acumen and leadership qualities guided the Company when he rose to the position of Managing Director in the year 1984. In the year 1997, he went on to become the Executive Chairman of the Company. During his tenure as Executive Chairman, his constant endeavor was to excel and to sustain the position of Asian Paints as a successful Company with best governance standards.</p> <p>With such in-depth knowledge of the Company's functioning he brings immense value in enhancing Board effectiveness. He ceased to be the Executive Chairman of the Company with effect from 1st April, 2009 and continues to hold the position of Non-Executive Chairman since then.</p>
No. of shares held in the Company	7,85,700
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included).	NIL
Inter-se relationships between Directors	Brother of Shri Mahendra Choksi

Name of the Director	Shri Ashwin Dani
Director Identification Number	00009126
Date of appointment	18 th October, 1970
Brief resume of the Director including nature of expertise in specific functional areas	<p>Shri Ashwin Dani has completed BSc (Hons) from the Institute of Science, University of Mumbai. He completed B.Sc. (Tech) - Paints, Pigments and Varnishes from I.D.C.T. {now known as Institute of Chemical Technology (ICT)}, University of Mumbai. He also holds a Masters' Degree in Polymer Science (USA) and a Diploma in Colour Science (USA). He started his career in the year 1967, as a Development Chemist with Inmont Corp., (now known as BASF) Detroit, USA, a major supplier of automotive OEM and refinishes. He joined the Company in 1968 as a Senior Executive and moved through successive senior positions like Director - R&D, Works Director, Whole-time Director and served as Vice Chairman and Managing Director from December, 1997 to March, 2009. He was the founder promoter for Loctile India Private Limited which is now Henkel Adhesive Technologies India Private Limited. Shri Ashwin Dani is the past President of the Indian Paint Association (IPA) and has received numerous awards for his contribution to the Paint Industry. He was the Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI). He was also a member of the Central Board of Trustees - Employees Provident Fund of the Government of India and the President of the Board of Governors of the UDCT (presently ICT) Alumni Association, Mumbai.</p> <p>Currently, he is a member on the Board of Management of ICT Mumbai. He was the former managing trustee of "Light on Yoga", a trust created by the world famous Yogacharya, late Shri B.K.S. Iyengar and his disciples.</p> <p>Shri Ashwin Dani is a technocrat and drives strong focus on Research and Development initiatives within the Company. His knowledge of the business environment and vast experience in general management has been an asset to the Company.</p> <p>He ceased to be the Vice Chairman & Managing Director in 2009 and presently holds the position of Non-Executive Vice Chairman of the Company. He also holds Independent Directorships in other listed companies.</p>
No. of shares held in the Company	20,84,870
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included).	<ul style="list-style-type: none"> • ACC Limited, Member – Audit Committee • Sun Pharmaceutical Industries Limited, Member – Audit Committee • Hitech Plast Limited, Chairman – Stakeholders Relationship Committee • Gujarat Organics Limited • Resins and Plastics Limited, Member – Stakeholders Relationship Committee • Rangudyan Insurance Broking Services Limited
Inter-se relationships between Directors	Father of Shri Malay Dani

The Board of Directors propose the appointment of Shri Ashwin Choksi and Shri Ashwin Dani as Non-Executive Directors and recommend the resolutions as set out in Item Nos. 3 & 4 of the Notice for the approval of the members at the ensuing Annual General Meeting.

Except Shri Ashwin Choksi and Shri Mahendra Choksi and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Shri Ashwin Choksi as a Non-Executive Director of the Company, except to the extent of their shareholding, if any, in the Company.

Except Shri Ashwin Dani and Shri Malav Dani and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Shri Ashwin Dani as a

Non-Executive Director of the Company, except to the extent of their shareholding, if any, in the Company

For **Asian Paints Limited**

Jayesh Merchant
CFO & Company Secretary,
President – Industrial JVs

Registered Office:

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

18th May, 2015

Annexure to Notice

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6:

The Board of Directors at their meeting held on 22nd July, 2014 on the recommendation of the Nomination and Remuneration Committee appointed Shri Abhay Vakil (related to Company's Director, Ms. Amrita Vakil) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Abhay Vakil for the office of Director of the Company.

Shri Abhay Vakil is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Following is the information required under Clause 49 of the Listing Agreement with respect to appointment of a Director:

Name of the Director	Shri Abhay Vakil
Director Identification Number	00009151
Date of appointment	22 nd July, 2014
Brief resume of the Director including nature of expertise in specific functional areas	<p>Shri Abhay Vakil has completed Science graduation from University of Mumbai and BS from Syracuse University USA. He has been associated with the Company since 1974. Prior to becoming the Managing Director in 1998, he was holding the post of Whole-time Director in the Company. Shri Abhay Vakil was overseeing the decorative business and was in charge of the supply chain/sales and marketing activities of the decorative business of the Company. His role also included containment of costs, maintenance of quality and ensuring achievement of the targeted sales and profits.</p> <p>Shri Abhay Vakil not only has rich experience in the decorative business of the Company but also in general management of the Company. He was the Managing Director of the Company until 2009. With his considerable wealth of experience, Shri Abhay Vakil brings immense value to the Board.</p>
No. of shares held in the Company	2,84,68,310
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included).	<ul style="list-style-type: none">Resins and Plastics Limited, Chairman – Stakeholders Relationship CommitteeAsian Paints Industrial Coatings Limited, Chairman – Audit CommitteeVikatmev Containers Limited
Inter-se relationships between Directors	Uncle of Ms. Amrita Vakil

The Board of Directors propose the appointment of Shri Abhay Vakil as a Non-Executive Director of the Company and recommend the Ordinary Resolution as set out in Item No. 6 of the Notice for the approval of the members at the ensuing Annual General Meeting.

Other than Shri Abhay Vakil, Ms. Amrita Vakil and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, in the proposed Ordinary Resolution as set out in Item No. 6 of the Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7:

The Board of Directors at their meeting held on 18th May, 2015, on the recommendations of the Audit Committee had approved the appointment of M/s. RA & Co., Cost Accountants (Firm Registration No. 000242), as the Cost Auditors for audit of the cost accounting records of the Company for the financial year ending 31st March, 2016, at a remuneration not exceeding ₹ 4,50,000 (Rupees four lakhs and fifty thousand only) excluding service tax and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 7 for ratification of remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, if required, for the financial year ending 31st March, 2016.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice for approval by the members.

For Asian Paints Limited

Jayesh Merchant
CFO & Company Secretary,
President – Industrial JVs

Registered Office:

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

18th May, 2015

Route map to the venue of the AGM



Asian Paints Limited

Registered Office: 6A, Shantingar, Santacruz (East), Mumbai - 400 055
CIN : L24220MH1945PLC004598
Email: investor.relations@asianpaints.com Website: www.asianpaints.com
Tel No.: 022 39818000 Fax No.: 022 39818888

Name of the sole /
first named member :

Address of sole /
first named member :

Registered Folio No. /
DP ID No. & Client ID No. :

Number of shares held :

Dear Member,

Subject: Process and manner for availing remote e-voting facility

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members the facility of casting vote using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") in relation to the business to be transacted at the 69th Annual General Meeting (AGM) of the Company to be held on Friday, 3rd July, 2015 at 11.00 a.m.

The Notice of the AGM of the Company, *inter alia*, indicating the process and manner of remote e-voting alongwith printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.asianpaints.com.

The remote e-voting particulars are set out below:

EVEN (remote e-voting event number)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
30 th June, 2015 (9.00 a.m.)	2 nd July, 2015 (5.00 p.m.)

During this period, members may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off date** i.e. 26th June, 2015. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the **cut-off date** i.e. 26th June, 2015, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in.

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- A. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
1. Open the attached PDF file "**e-Voting.pdf**" giving your Client ID No. (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file, if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and click Login. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Asian Paints Limited. Members can cast their vote online from 30th June, 2015 (9:00 a.m.) till 2nd July, 2015 (5:00 p.m.).

Note: e-Voting shall not be allowed beyond the said time.

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the Board Resolution together with their attested specimen signatures authorizing their representative to attend and vote on their behalf at the AGM to the Scrutinizer through an e-mail on asianpaints.scrutinizer@asianpaints.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice convening the AGM by Post [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:

1. User ID and initial password - Printed Overleaf
2. Please follow all steps from Sr. No. 2 to 10 as mentioned in (A) above to cast your vote.

GENERAL INSTRUCTIONS

1. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting by Ballot.
2. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

OTHER INFORMATION

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that, if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the toll free no.: 1800-222-990.



Asian Paints Limited

Registered Office: 6A, Shantingar, Santacruz (East), Mumbai - 400 055

CIN : L24220MH1945PLC004598

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

Tel No.: 022 39818000 Fax No.: 022 39818888

BALLOT FORM

1) Name of the first named

Shareholder (In block letters) :

2) Name(s) of the Joint Holder(s),

if any :

3) Postal Address :

4) Registered Folio No. / Client ID No.*

(*Applicable to investors holding
Shares in dematerialized form) :

5) No. of Shares :

I/we hereby exercise my/our vote(s) in respect of the Ordinary Resolutions enumerated below by recording, my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Particulars	Type of Resolution	No. of Shares held	I/we assent to the resolution	I/we dissent to the resolution
1.	Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31 st March, 2015 together with the reports of the Board of Directors and Auditors' thereon	Ordinary			
2.	Declaration of final dividend on equity shares	Ordinary			
3	Re-appointment of Shri Ashwin Choksi (DIN: 00009095) as a Director of the Company	Ordinary			
4.	Re-appointment of Shri Ashwin Dani (DIN: 00009126) as a Director of the Company	Ordinary			
5.	Appointment of M/s B S R & Co. LLP, Chartered Accountants (FRN No. 101248W/W – 100022) as the Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM and fixing their remuneration	Ordinary			
6.	Appointment of Shri Abhay Vakil (DIN: 00009151) as a Non-Executive Director of the Company	Ordinary			
7.	Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (FRN: 000242) Cost Auditor of the Company for the financial year ending 31 st March, 2016	Ordinary			

Place :

Date :

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot form is provided for the benefit of members who do not have access to remote e-voting facility.
2. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on remote e-voting, please refer to the remote e-voting Notice.
4. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the Resolutions forming part of the Notice convening the AGM of the Company.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

- a. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 26th June, 2015.
- b. Please complete and sign the Ballot form and return the form in the self-addressed business reply envelope so as to reach the scrutinizer appointed by the Board of Directors of the Company on or before 2nd July, 2015 (5.00 p.m.) at the following address:

Shri Makarand Joshi,
Scrutinizer,
Asian Paints Limited,
6A, Shantinagar,
Santacruz (East),
Mumbai – 400 055
- c. The form should be signed by the member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- d. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
- e. A member may request for a duplicate Ballot form, if so required. However, duly filled in and signed duplicate form should reach the scrutinizer not later than the date and time specified in serial no.(b) above.
- f. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- g. The decision of the Scrutinizer on the validity of the Ballot form and any other related matter shall be final.
- h. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website www.asianpaints.com and on the website of the National Securities Depository Limited https://www.evoting.nsdl.com within three (3) days of the passing of the Resolutions at the AGM of the Company to be held on 3rd July, 2015 and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

FORM A
(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Asian Paints Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.

For Asian Paints Limited


K. B. S. Anand
Managing Director & CEO

For Asian Paints Limited


Dipankar Basu
Chairman of Audit Committee

For Asian Paints Limited


Jayesh Merchant
CFO & Company Secretary,
President- Industrial JVs

Place: Mumbai
Date: 18th May, 2015

For B S R & Co. LLP
Chartered Accountants
FRN: 101248W/W – 100022



Bhavesh Dhupelia
Partner
Membership No. 042017

Place: Mumbai
Date: 18th May, 2015