



## **BERGER PAINTS INDIA LIMITED**

(CIN: L51434WB1923PLC004793)

Registered Office : Berger House, 129, Park Street, Kolkata - 700017  
Phone Nos.: 91 33 2229 9724 -28/7605019724; Fax No. 91 33 2227 7288  
Website : [www.bergerpaints.com](http://www.bergerpaints.com)  
Email: [consumerfeedback@bergerindia.com](mailto:consumerfeedback@bergerindia.com)

### **NOTICE OF POSTAL BALLOT (ONLY THROUGH E-VOTING)**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

*Dear Members,*

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the various circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India (SEBI) from time to time for holding general meetings / conducting postal ballot process through remote e-voting, to transact the following special business by the members of the Company through postal ballot by remote e-voting process only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the below mentioned Resolutions setting out the material facts thereof are annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/CB Management Services Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on **Friday, 4<sup>th</sup> August, 2023** ('Cut-Off Date') and whose e-mail addresses are registered with the Company/ RTA/Depositories/Depository Participant(s) (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the website of the Company at <https://www.bergerpaints.com/investors/notice-of-postal-ballot.html> and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Further the same has also been uploaded on the websites of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') [collectively "Stock Exchanges"] at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on **Friday, 8<sup>th</sup> September, 2023**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS-4848/CP-3238) of M/s A K Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer, to scrutinize the Postal Ballot process in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him within two working days post completion of the remote e-voting and the results of the Postal Ballot shall be declared at the Registered Office of the Company accordingly. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at <https://www.bergerpaints.com/investors/result-of-postal-ballot.html> and <https://www.bergerpaints.com/investors/scrutinizer-report.html> on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and intimated to the Stock Exchanges, where the equity shares of the Company are listed, within the statutory timelines. Additionally, the results will be placed on the notice board at the Registered Office of the Company too.

The Resolution, if passed with the requisite majority through Postal Ballot shall be deemed to have been passed, on the last date specified for remote e-voting i.e. on **Friday, 8<sup>th</sup> September, 2023**.

## **SPECIAL BUSINESS**

### **Issue of Bonus Shares :**

To consider and, if thought fit, to pass the following resolution as Special Resolution :

**“RESOLVED THAT** pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Share Capital & Debentures) Rules, 2014 and Articles 156 and 157 of the Articles of Association of the Company and in

accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions of the Act, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, approval of shareholders be and is hereby accorded to capitalize a sum not exceeding Rs19,42,84,497/- (Rupees Nineteen Crores Forty Two Lakhs Eighty Four Thousand Four Hundred and Ninety Seven only) out of the sum standing to the credit of 'Securities Premium Account' of the Company, as per the audited financial statements of the Company for the financial year ended March 31, 2022 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 19,42,84,497 (Nineteen Crores Forty Two Lakhs Eighty Four Thousand Four Hundred and Ninety Seven) equity shares of Re1/- (One) each as fully paid up bonus shares, to the eligible members of the Company holding equity shares of Re1/- (One) each, whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("Record Date") fixed by the Company, in the proportion of 1:5 i.e. One (1) new equity share of Re1/- (One) each for every Five (5) existing equity share(s) of Re1/- (One) each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income.

**RESOLVED FURTHER THAT** the new equity shares of Re1/- (One) each to be issued and allotted as bonus shares shall be issued in dematerialized form only and shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company including the right to get dividend, declared by the Company, if any, post allotment of such Bonus Shares.

**RESOLVED FURTHER THAT** the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the RBI under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI from time to time, in this regard.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible shareholders, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/person(s) to be appointed by the Board of Directors who would hold them in trust for such shareholders and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such shareholders who are entitled to such fractions in proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolutions, including to settle any question or doubt or difficulty whatsoever that may arise with regard to issue, allotment and listing of the said bonus shares and its decision shall be final and binding.”

**By Order of the Board**  
For Berger Paints India Limited  
Sd/-

**Arunito Ganguly**  
**Vice President & Company Secretary**  
(FCS – 9285)

Place: New Delhi  
Date: 9<sup>th</sup> August, 2023

**NOTES :**

1. Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (‘Notice’).
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek the approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the members convened in this regard.
3. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility only to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned in Note No. 15 of this Notice. The Notice is available on the website of the Company at <https://www.bergerpaints.com/investors/notice-of-postal-ballot.html> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same has also been uploaded on the websites of Stock Exchanges.
4. The remote e-voting shall commence on **Thursday, 10<sup>th</sup> August, 2023** from **9.00 a.m. (IST)** and shall end on **Friday, 8<sup>th</sup> September, 2023** at **5.00 p.m. (IST)**. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST)

by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Friday, 8<sup>th</sup> September, 2023**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

5. The Board of Directors have appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS-4848/CP-3238) of M/s A K Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.
6. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him within two working days of the closure of the remote e-voting process and the results of the Postal Ballot shall be declared accordingly at the Registered Office of the Company. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at <https://www.bergerpaints.com/investors/results-of-voting.html> and <https://www.bergerpaints.com/investors/scrutinizer-report.html> on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and intimated to Stock Exchanges (where the equity shares of the Company are listed) and shall also be made available on their websites at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Additionally, the results will be placed on the notice board at the Registered Office of the Company too.
7. The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e. Friday, 8<sup>th</sup> September, 2023.
8. In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories / CB Management Services Private Limited, the Company's RTA as on **Friday, 4<sup>th</sup> August, 2023** ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., 4<sup>th</sup> August, 2023. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
9. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
10. It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/Depositories) shall be entitled to vote in

relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

11. Members may download the Notice from the Company's website at <https://www.bergerpaints.com/investors/notice-of-postal-ballot.html> or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [sumandey@bergerindia.com](mailto:sumandey@bergerindia.com) with a copy to [rajibde@bergerindia.com](mailto:rajibde@bergerindia.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID. Inspection of such documents is allowed only till the last date specified for e-voting.
14. Members whose email addresses are not registered with the depositories for procuring User ID and Password and registration of e-mail address for e-voting for the resolutions set out in this notice:
  - (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Registrar & Transfer Agent i.e. CB Management Services Private Limited at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co)/[ranarc@cbmsl.co](mailto:ranarc@cbmsl.co)
  - (ii) In case shares are held in demat mode, please register/ update email address with Depository Participant.
  - (iii) Members may send an e-mail request to [evoting@nsdl.co](mailto:evoting@nsdl.co) in for obtaining User ID and Password by providing their DPID and Client ID (16 digit DPID and CLID or 16 digit beneficiary ID).
  - (iv) In accordance with SEBI circular dated 9<sup>th</sup> December 2020 on e-voting facility provided, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account held with respective Depository Participant in order to access e-voting facility.
15. For those Members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

The remote e-voting period begins from **9.00 A.M. on Thursday, 10<sup>th</sup> August, 2023** and ends at **5.00 P.M. on Friday, 8<sup>th</sup> September, 2023**. During this period, Members of the Company, holding shares either in physical form or in de-materialized form, as on the **cut-off date i.e., 4<sup>th</sup> August, 2023**, may cast their vote electronically. The remote e-voting

module shall be disabled by NSDL for voting thereafter. The communication of the assent or dissent of the Members would only take place through the e-voting system.

**The method to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

**I. Step 1:- Access to NSDL e-Voting system**

**a) Login method for e-Voting for individual shareholders holding securities in demat mode is given below:**

<b>Shareholding in Demat Form with</b>		<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>
<b>NSDL</b>	<b>CDSL</b>	
<p>(i) NSDL <b>IDeAS</b> facility: Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting</p>	<p>(i) Existing users who have opted for Easi/Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi Tab.</p> <p>(ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and</p>

<p>during the meeting.</p> <p>(ii) If the user is not registered for <b>IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>. Thereafter, please follow the steps mentioned in point (i) above for login.</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders / Members can also download NSDL Mobile App ‘<b>NSDL Speede</b>’ facility by scanning the QR code mentioned below for seamless voting experience.</p>	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</p> <p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>	<p>you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Dedicated helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Depository	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 22 55 33

**b) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Member’ section.
- (iii) A new screen will open. Please enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below:

	Shareholding in Demat Form with		Shareholding in Physical form
	NSDL	CDSL	
User ID	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456

	your user ID is IN300***12*****.		then user ID is 101456001***
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Password details for shareholders other than Individual shareholders are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

**c) How to retrieve your 'initial password'?**

- (i) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

**d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password :**

- (i) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (ii) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

**e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**f) Now, you will have to click on "Login" button.**

**g) After you click on the "Login" button, Home page of e-Voting will open.**

## II. Step 2:- Cast your vote electronically on NSDL e-Voting system.

- (i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting(s) is in active status.
- (ii) Select “EVEN” of Company (125015) for which you wish to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- (i) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional and Corporate shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” display under “e-voting” tab in their login.
- (ii) In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- (iii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Further queries relating to voting by electronic means or Resolutions proposed to be passed by postal ballot may be addressed to the Company at email: [sumandey@bergerindia.com](mailto:sumandey@bergerindia.com) with a copy to [rajibde@bergerindia.com](mailto:rajibde@bergerindia.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sumandey@bergerindia.com](mailto:sumandey@bergerindia.com) with a copy to [rajibde@bergerindia.com](mailto:rajibde@bergerindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sumandey@bergerindia.com](mailto:sumandey@bergerindia.com) with a copy to [rajibde@bergerindia.com](mailto:rajibde@bergerindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (a) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :**

Berger Paints India Limited was incorporated on 17<sup>th</sup> day of December, 1923 and is about to hit the magic 100 in a few months. It's a rare achievement and has been possible due to unstinted support of all stakeholders. It is considered fit at this juncture to issue bonus shares to the shareholders. Keeping this in mind and the commendable performance of the Company in the paints and coatings business with a consolidated topline of Rs 10,568 Crores (F.Y 2022-23) registering a consistently high growth in the listed industry space and being the second largest paint Company in India, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> August, 2023 proposed to issue bonus shares to its shareholders by capitalization of Reserves (Securities Premium Account).

The Company has 3,93,970 shareholders as on 30<sup>th</sup> June, 2023 and is having a market cap of Rs 65,833.30 Crores as on 30<sup>th</sup> June, 2023 . The Company is in NIFTY500 Sectoral Index and is also in top 100 companies of BSE and NSE. The Company has sufficient accumulated reserves including Securities Premium realized in Cash and the same can be utilized for the purpose.

The Board of Directors of the Company has recommended issue of bonus shares to the holders of equity shares of the Company whose names shall appear on the Register of Members on the 'Record Date' to be determined by the Board of Directors for the purpose, in the proportion of 1 (One) Equity Share of Re.1/- (One) each for every 5 (Five) fully paid-up Equity Shares of Re. 1/- (One) each as held by them, after capitalising a sum not exceeding Rs 19,42,84,497/- (Rupees Nineteen Crores Forty Two Lakhs Eighty Four Thousand Four Hundred and Ninety Seven Only) from the Securities Premium Account of the Company as per the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2022.

As per Articles 156 and 157 of the Articles of Association of the Company, it is necessary for the shareholders to approve the issue of Bonus Shares and the resolution is proposed for the approval of the shareholders of the Company. The Bonus shares so allotted shall rank pari passu in all respect with the existing fully paid up Equity Shares of the Company and in terms of Regulation 294(6) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued in dematerialized form only. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

In case of fractional shares, if any, arising out of the issue and allotment of the said bonus equity shares, it is proposed to authorize the Board to make suitable arrangements to deal with such fractions for the benefit of the eligible shareholders, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/person(s) to be appointed by the Board of Directors who would hold them in trust for such shareholders and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such shareholders who are entitled to such fractions in proportion of their respective fractional entitlements.

The Company has not defaulted in payment of interest or principal in respect of debt securities issued by it. The Company has not accepted any fixed deposit. Further, the Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

The Special Resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot Bonus Equity Shares to those who on the Record Date, as will be decided by the Board in due course, are shareholders of the Company.

The draft Memorandum and Articles of Association of the Company shall be available for inspection of the members during the weekdays on office hours upto the date of the meeting.

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in the issue of the Bonus Shares to the extent of their shareholdings in the Company, or to the extent of the shareholdings of the companies/ institutions/ trusts of which they are directors or members or trustees without any beneficial interest. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives thereof are, in any way, financial or otherwise, are concerned or interested in the Special Resolution.

The proposed resolution is in the interest of the Company and your Directors recommend the resolutions for your approval.

**By Order of the Board**  
For Berger Paints India Limited

Place : New Delhi  
Date : 9th August, 2023

Sd/-  
**Arunito Ganguly**  
**Vice President & Company Secretary**  
(FCS 9285)