



BERGER PAINTS INDIA LIMITED

(CIN : L51434WB1923PLC004793)

Registered Office : Berger House, 129 Park Street, Kolkata - 700017

Phone Nos. : 033 2229 9724-28; Fax No.: 033 2227 7288

Website : www.bergerpaints.com, Email : consumerfeedback@bergerindia.com

TO THE MEMBERS OF THE COMPANY

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014, ('the Rules') and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolutions appended below are proposed to be passed by way of postal ballot / e-voting :

SPECIAL BUSINESS

Item No. 1

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :-

"RESOLVED THAT pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment or modifications thereto and subject to the approval of the Reserve Bank of India and other appropriate Authorities, where applicable, a sum not exceeding Rs. 27,73,91,165 /- (Rupees Twenty Seven Crores Seventy Three Lakhs Ninety One Thousand One Hundred and Sixty Five only) out of the credit of the Securities Premium Account and Free Reserves of the Company, as appropriate, for the financial year ended 31st March, 2016 be capitalized and accordingly the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized to appropriate the said sum for distribution to and amongst the Members of the Company whose names shall appear in the Register of Members as on Monday, 18th July, 2016 ("the Record Date") or such other date as may be fixed by the Board in accordance with law and to apply the said sum in paying up in full a maximum of 27,73,91,165 Equity Shares ("the Bonus Shares") of the Company of Re. 1 (Rupee One) each at par, to be allotted, distributed and credited as fully paid up to and amongst the Members in the proportion of two Bonus Shares for every five existing fully paid up Equity Shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the nominal amount in the capital of the Company held by each Member, and not as income.

RESOLVED FURTHER THAT in making the allotment of the Bonus Shares, the Directors shall not issue fractional certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificates had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the Members in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT 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 and shall rank pari passu in all respects with the existing fully paid Equity Shares of the Company.

RESOLVED FURTHER THAT no Letter of Allotment shall be issued but in the case of Members who hold shares in

dematerialized mode, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of Members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be despatched within the prescribed time limit.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares in favour of non-resident Members of the Company shall be subject to approval of the Reserve Bank of India, where applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Bonus shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or, expedient and to settle any question, difficulty or doubt that may arise in relation hereto, decide the exact number of Bonus Shares to be issued based on the Subscribed Capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to Committees of Directors and/or officers of the Company, as the Directors in their sole discretion may deem fit or desirable and their decision shall be final and binding.”

Item No. 2

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, or any amendment thereto or modification thereof, the Authorized Share Capital of the Company be increased from Rs. 75,00,00,000 (Rupees Seventy Five Crores) divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of Re. 1 (Rupee One) each to Rs. 110,00,00,000 (Rupees One Hundred Ten Crores) divided into 110,00,00,000 (One Hundred Ten Crores) Equity Shares of Re. 1 (Rupee One) each by creation of further 35,00,00,000 (Thirty Five Crores) Equity Shares of Re. 1 (Rupee One) each.”

Item No. 3

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to Section 61 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, or any amendment thereto or modification thereof, the Memorandum of Association of the Company be and is hereby altered by substituting in Clause V of the Memorandum of Association, for the words and figures, “Rs. 75,00,00,000 (Rupees Seventy Five Crores) divided into 75,00,00,000 Equity Shares of Re. 1 (Rupee One) each,” the words and figures “Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores) divided into 110,00,00,000 Equity Shares of Re. 1 (Rupee One) each.”

Item No. 4

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder or any amendment thereto or modification thereof, the Articles of Association of the Company be and are hereby altered by substituting in Article 3 of the Company’s Articles of Association, for the words and figures, “Rs. 75,00,00,000 (Rupees Seventy Five Crores) divided into 75,00,00,000 Equity Shares of Re. 1 (Rupee One) each”, the words and figures “Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores) divided into 110,00,00,000 Equity Shares of Re. 1 (Rupee One) each.”

Kolkata

Dated : 30th May, 2016

By Order of the Board

Aniruddha Sen

Sr. Vice President & Company Secretary

NOTES :

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 is appended herein below.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners/Records of Depositories as on 3rd June, 2016. The Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose e-mail addresses are not registered, physical copies of the Notice are being sent in the manner prescribed.
3. The despatch of the Postal Ballot Notices will be completed by Friday, 10th June, 2016. The voting through Postal Ballot/e-voting will commence from Saturday, 11th June, 2016 and will end on Sunday, 10th July, 2016. Postal Ballots received after the said date will be treated as not having been received.
4. The Members can opt for only one mode of voting, i.e either by physical ballot or by e-voting. In case any Member casts votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot form will be treated as invalid.
5. Members desiring to exercise vote either by Postal Ballot or by e-voting are requested to carefully read the instructions printed on the reverse of the enclosed Postal Ballot Form.
6. The Company has engaged National Securities Depository Limited (NSDL) to provide to the Members the e-voting platform and services for casting their vote through e-voting on all resolutions set forth in this Notice. The result will also be displayed on their website **www.evoting.nsdl.com**.
7. The Board of Directors of the Company have appointed Mr. S. M Gupta (FCS-896 and CP-2053), Practising Company Secretary of M/s S. M Gupta & Co., as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers and the votes received electronically from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and, in his absence, to the Company Secretary of the Company. The Scrutinizer's decision on the validity of a Postal Ballot/e-voting shall be final and binding.
8. A copy of the Memorandum and Articles of Association of the Company will be available for inspection at the Registered Office of the Company, on all working days, excluding Saturdays, Sundays and national holidays between 2 and 5 p.m. till the last date of receiving the Postal Ballots by Scrutinizer i.e 10th July, 2016.
9. The e-voting period commences on Saturday, 11th June, 2016 (9 a.m. IST) and will end on Sunday, 10th July, 2016 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 3rd June, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change subsequently.
10. The voting rights of Members shall be in proportion to the number of shares held by them each fully paid up in the paid up Equity Share Capital of the Company as on 3rd June, 2016.
11. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence, by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders have assented to the Resolutions. The result of the Postal Ballot will be declared on Monday, 11th July, 2016 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website i.e **www.bergerpaints.com** besides communicating the same to the BSE Limited, the National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has recorded consistent and steady growth in revenues and profits over the past years with significant addition to its free reserves. There is also an accumulation of Rs. 137,49,69,232 (Rupees One Hundred Thirty Seven Crores Forty Nine Lakhs Sixty Nine Thousand Two Hundred and Thirty Two) in the Securities Premium Account. Your Directors have always believed in the philosophy of rewarding the shareholders and passing on the benefits of business to them on the principle of creation and distribution of wealth. In keeping with this philosophy, your Directors have recommended issuing Bonus Shares in the proportion of two Equity Shares for every five fully paid Equity Shares held by the Members of the Company on the Record Date, as mentioned in the proposed resolution, by capitalizing the funds in the Securities Premium Account and Free Reserves in the manner deemed appropriate by the Board in accordance with law. Owing to the issue of the aforesaid Bonus Shares, the Authorised Capital of the Company needs to be increased to an amount not exceeding Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores), which is proposed in this notice by separate Resolutions. Accordingly, the Securities Premium Account and/or Free Reserves are proposed to be capitalized in the manner deemed appropriate by the Board and applied in paying up in full Equity Shares of Re. 1/- each and distributed as fully paid Bonus Shares to and amongst the Members of the Company. This proposal is subject to approval by Members by passing a Special Resolution.

Issue and allotment of Bonus Shares to the non-resident Members of the Company may be subject to the approval of the Reserve Bank of India. Application will be made to the Stock Exchanges where the existing shares of the Company are listed for permission to deal in the Bonus Shares.

The Compensation and Nomination and Remuneration Committee may make such fair and reasonable adjustments to the number of Options and to the exercise price of such Options, as may be deemed fit, granted under the Company's Employee Stock Option (ESOP) Scheme in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014. In accordance with the said Regulations, the benefit of receiving Bonus Shares will be available only upon exercise of such Options.

Your Board of Directors recommend the above Resolution for your approval.

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the above Resolution to the extent of their respective shareholdings or entitlement to Stock Options in the Company.

Item Nos. 2, 3 and 4

As a consequence of the proposed issue of Bonus Shares as set out in item no.1 in the Notice, it is necessary to increase the Authorized Capital of the Company. Article 58 of the Articles of Association of the Company authorizes the Members to increase its share capital by passing a special resolution.

In view of the increase in Authorized Capital of the Company, it is necessary to amend Clause V of the Memorandum of Association of the Company by incorporating the new amount of Authorized Capital. As a result of the alteration in the amount of Authorized Capital, it is also necessary to change Article 3 of the Articles of Association of the Company to reflect the increased capital. These also require approval of Members by Special Resolution.

Your Directors recommend the Resolutions for your approval.

None of the Directors and Key Managerial Personnel, or their relatives, is concerned or interested in these Resolutions.

By Order of the Board

Aniruddha Sen

Sr. Vice President & Company Secretary

Kolkata

Dated : 30th May, 2016



BERGER PAINTS INDIA LIMITED

(CIN : L51434WB1923PLC004793)

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Website : www.bergerpaints.com, Email : consumerfeedback@bergerindia.com

POSTAL BALLOT FORM

Ballot No. :

Env. No. :

1. Name & Registered Address of the Sole/
first named Members (IN BLOCK LETTERS) :
2. Name of the Joint holder (s), if any :
(IN BLOCK LETTERS)
3. Registered Folio Number/DP ID No. :
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 30th May, 2016, by sending my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below :

No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special resolution to accord consent to the issue of bonus shares in the proportion of 2 (two) equity shares of Re 1/- each for every 5 (five) fully paid up equity shares of Re 1/- each held.			
2.	Special resolution for increase in the Authorised Share Capital of the Company to Rs. 110 crores divided into 110 crores equity shares of Re 1/- each from Rs. 75 crores divided into 75 crores equity shares of Re 1/- each.			
3.	Special resolution to amend the Clause V of the Memorandum of Association.			
4.	Special resolution to amend the Article 3 of the Articles of Association.			

Place :

Date :

Signature of Member / Authorised Signatory

ELECTRONIC VOTING PARTICULARS

(EVEN) (E-Voting Event Number)	USER ID	PASSWORD

PROCEDURE FOR E-VOTING

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories) :**
- i. Open email and also open PDF file viz. "Berger Paints India Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
 - vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
 - viii. Select "EVEN" (E Voting Event Number) of Berger Paints India Limited. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote. Voting rights in the e-voting cannot be exercised by means of a Proxy.
 - xii. Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to smguptaandco@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll-free no.1800-222-990. You may also send your queries / grievances relating to e-voting to Mr. Kuntal Mustafi, M/s C B Management Services (P) Ltd. Tel. No. 033-40116729, e-mail : mustafik@cbmsl.co
- B. In case a Member receives physical copy of the Notice (for Members whose e-mail addresses are not registered with the Company/ Depositories) :**
- i. Initial password is provided at the bottom of the Postal Ballot Form : EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No.(ii) to Sl. No. (xiii) above, in case you like to cast your vote through e-voting.

PLEASE NOTE THAT

- Login to the remote 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 Password' option available on the site to reset the password.
- Your user 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.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT

- i. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballots deposited in person or sent by courier or by registered/speed post, at the expense of the Member, will also be accepted. No other form or photocopy of the Postal Ballot form will be accepted.
- ii. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- iii. The Postal Ballot form should be completed and signed by the Member and in case of joint holding, the form should be completed and signed by the first named Member and in his absence, the next named Member, as per the specimen signature recorded with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively.
- iv. In case of shares held by institutions, companies, trusts, societies etc. (i.e., other than individuals, HUF, NRI etc.), completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate Authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
- v. Unsigned, incomplete, unticked and incorrect in any manner, such Postal Ballot Form will be rejected. Voting rights exercised through ballot cannot be done by means of a Proxy.
- vi. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of the working hours on 10th July,2016 at the address as appearing in the self-addressed Business Reply Envelope. Postal Ballot Forms received after the above date will be treated as if reply from such Members has not been received.
- vii. A Member may request for duplicate ballot form if so required from M/s CB Management Services (P) Ltd., P22 Bondel Road, Kolkata 700019, fill in the details and send the same to the Scrutinizer as mentioned in (vi) above.
- viii. Please put tick mark (✓) in the appropriate column for voting in favour (assent) or against (dissent) the particular resolution.
- ix. There shall be one ballot for every folio/DP ID and Client ID irrespective of the number of joint holders.
- x. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope.