

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 04/08/2015

The Chairman
Berger Paints India Limited
Berger House,
129 Park Street,
Kolkata - 700017

Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 91st Annual General Meeting of M/s. Berger Paints India Limited, held on 03rd of August, 2015.

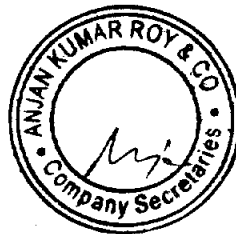
Dear Sir,

Please find enclosed herewith The Scrutinizer's Report, dated 04th August, 2015 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the 91st Annual General Meeting of M/s. Berger Paints India Limited, held on 03rd Day of August, 2015.

Regards,

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries


ANJAN KUMAR ROY
FCS



Scrutinizer for and in respect of the Remote E – Voting and voting through Ballot at the AGM of M/s. Berger Paints India Limited related to their 91st AGM held on 03rd Day of August, 2015

Place: Kolkata

Enclosures: as above

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To,

Date: 04/08/2015

The Chairman
Berger Paints India Limited
Berger House,
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Kolkata - 700017

Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 91st Annual General Meeting of M/s. Berger Paints India Limited, held on 03rd of August, 2015

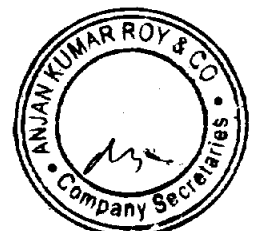
Dear Sir,

(A) I have been appointed as the Scrutinizer by M/s. Berger Paints India Limited (the company, here in after), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 29th Day of May, 2015 pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges to carry out the scrutiny of the Remote E – Voting and voting through ballot at the said Annual General Meeting, for and in respect of the 13 resolutions as mentioned herein below and as contained in the notice of the said Annual General Meeting ("said AGM", here in after).

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the relevant rules thereof and read with the provisions of Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid Remote E - Voting and Voting through Ballot at the said AGM, in respect of the aforesaid resolutions no. 1 to 13. I submit my report hereunder:



- i. As per the information and documents provided to me, by the officers of the Company, the Company has completed on 10th Day of July, 2015, the dispatch of the relevant notice dated 29th May, 2015, along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said AGM, to the members of the Company by Speed Post. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the Company.
- ii. The relevant notice of the said AGM, mentioned, *inter alia*, that the business might be transacted through Remote E - voting system and through ballots at the venue of the said AGM, the necessary facilities whereof were being provided by the Company.

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- iii. I have been shown by the officers of the Company, the relevant advertisement of the said notice, in "The Hindu Business Line" and in "Ei Somoy" published on Monday, the 13th Day of July, 2015 containing the following information:
- Statement that the business may be transacted by Remote E Voting.
 - Statement that dispatch of notices of the said AGM was completed on 10th Day of July, 2015
 - Statement that the period of Remote E - Voting would commence at 9.00 A.M. on 31st Day of July, 2015 and ends at 5.00 P.M. on 02nd Day of August, 2015.
 - Statement that the business may be transacted by voting through ballots at the venue of the said AGM, only by those members who had not participated in the said Remote E – Voting.
 - Statement that members who cast their vote by Remote E Voting may attend the said AGM but would not be entitled to cast their votes once again.
 - The statement that Remote E - Voting shall not be allowed beyond the said date and time as mentioned in (c.) above.
 - Website address of the Company and of M/s. National Securities Depository Limited ("NSDL", here in after), where notice of the said AGM was displayed.
 - Contact details, in case of query/information/assistance connected with the remote E Voting.
- iv. That to the best of my understanding the Remote E - Voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 31st of July, 2015 to 5:00 P.M. on 02nd of August, 2015.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5:00 P.M. on 02nd of August, 2015.
- vi. That after the discussions on the above 13 resolutions at the said AGM were over, a facility for casting the vote by physical ballot at the venue of the said AGM was provided to those members who wanted to cast their votes by said physical ballots.
- vii. That the said Remote E- Voting at portal www.evoting.nsdl.com was unblocked by me at 3.00 P. M. on 03rd Day of August, 2015, that is after the voting by physical ballots were completed and counted. The said Remote E voting was unblocked by me in the presence of the following persons;
- Mr. Ranjan Kumar Gupta 
 - Mr. Shouvik Dawn 

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who are not in the employment of the Company and who have put their signatures alongside their names as above.

- viii. The results, containing the detail of votes cast by Remote E - Voting mode, has been provided to me by NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the Remote E - Voting platform for the aforesaid Remote E - Voting, in respect of the aforesaid 13 resolutions.
- ix. The relevant details of the aforesaid Remote E - Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website <http://www.evoting.nsdl.com>.
- x. The cut-off date for determining eligibility to cast vote was on 27th Day of July, 2015 and such persons who were the members of the company as on the said record date were entitled to cast their vote either by Remote E - Voting or through Ballot at the said AGM on the relevant resolutions.

(C) That the details of voting, through remote E Voting and through Ballot at the said AGM, in respect of the said 13 Resolutions, are as hereunder:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as ordinary resolutions:

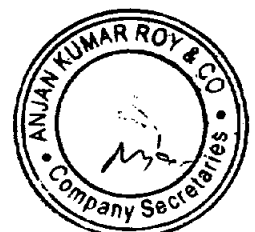
Item No. 1

"RESOLVED THAT the financial statements for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Audited Statement of Profit and Loss for the year ended 31st March, 2015, the Reports of the Board of Directors and the Auditors be and are hereby received, considered and adopted."

- i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	237	236	590033402	590033392	99.9996

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Through Ballot	36	24	3116	1873	0.0003
Total	273	260	590036518	590035265	99.9999

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	237	1	590033402	10	0.0000
Through Ballot	36	5	3116	735	0.0001
Total	273	6	590036518	745	0.0001

iii. **Invalid Votes:**

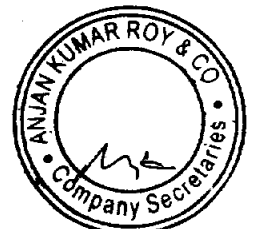
Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of Valid votes cast
Remote E- voting	237	590033402	N/A	N/A
Through Ballot	36	3116	508	0.0000
Total	273	590036518	508	0.0001

Item No. 2

"RESOLVED THAT in addition to the interim dividend of Rs. 0.60 (60%) per share on the paid up Ordinary (Equity) Shares of Rs. 1/- each paid to the Members in accordance with the resolution adopted by the Board of Directors at its Meeting held on 30th January, 2015, a final dividend of Rs. 0.65 (65%) per share on the paid up Ordinary (Equity) Shares of Rs. 1/- each of the Company for the year ended 31st March, 2015, be and is hereby declared to be paid to the Members of the Company, holding shares in the physical form and whose names appear in the Register of Members on 3rd August, 2015 and, holding shares in electronic form, to those whose names appear in the list of beneficial holders furnished by respective

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Depositories as at the end of business hours on 27th July, 2015, such that the total dividend declared for the year 2014-15 be Rs. 1.25 per share on the paid up Ordinary (Equity) Shares of the Company.”

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	245	242	591763116	591753341	99.9981
Through Ballot	36	26	3121	570	0.0001
Total	281	268	591766237	591753911	99.9982

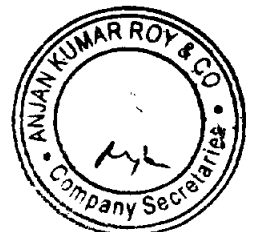
ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	245	3	591763116	9775	0.0017
Through Ballot	36	2	3121	732	0.0001
Total	281	5	591766237	10507	0.0018

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of Invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	245	591763116	N/A	N/A
Through Ballot	36	3121	1819	0.0003

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Total	281	591766237	1819	0.0003
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Item No. 3

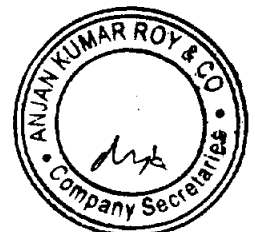
"RESOLVED THAT Mr. Gurbachan Singh Dhingra (DIN: 00048465), Director of the Company, who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	241	229	256616533	255248410	99.4659
Through Ballot	36	27	3121	1881	0.0007
Total	277	256	256619654	255250291	99.4666

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	241	12	256616533	1368123	0.5331
Through Ballot	36	2	3121	732	0.0003
Total	277	14	256619654	1368855	0.5334



iii. **Invalid Votes:**

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	241	256616533	N/A	N/A
Through Ballot	36	3121	508	0.0002
Total	277	256619654	508	0.0002

Item No. 4

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendation of the Audit Committee, S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E), who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 91st Annual General Meeting up to the conclusion of the sixth Annual General Meeting to be held after the 91st Annual General Meeting, subject to ratification at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company every year.”

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	244	240	591763105	591762980	99.9996
Through Ballot	36	26	3121	1831	0.0003
Total	280	266	591766226	591764811	99.9999

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ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	244	4	591763105	125	0.0000
Through Ballot	36	3	3121	782	0.0001
Total	280	7	591766226	907	0.0001

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E-voting	244	591763105	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	280	591766226	508	0.0001

SPECIAL BUSINESS

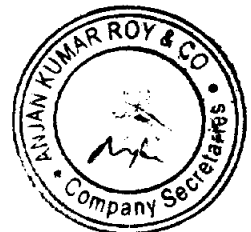
Item No. 5

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT Mr. Naresh Gujral (DIN: 00028444), an Additional Director of the Company, in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and

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Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, approval be and is hereby granted to the appointment of Mr. Gujral as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from the date of Mr. Gujral's appointment as Independent Director i.e. 20th August, 2014 up to 19th August, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/ or the Company Secretary, be and are hereby authorised 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."

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	241	232	591760084	591159936	99.8984
Through Ballot	36	24	3121	518	0.0001
Total	277	256	591763205	591160454	99.8985

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	241	9	591760084	600148	0.1014
Through Ballot	36	2	3121	732	0.0001
Total	277	11	591763205	600880	0.1015

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iii. Invalid Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	241	591760084	N/A	N/A
Through Ballot	36	3121	1871	0.0003
Total	277	591763205	1871	0.0003

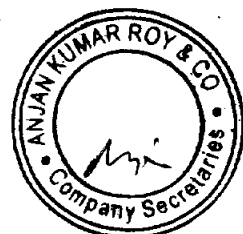
Item No. 6

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT Mr. Dharendra Swarup (DIN: 02878434), an Additional Director of the Company in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, approval be and is hereby granted to the appointment of Mr. Swarup as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from the date of Mr. Swarup's appointment as Independent Director i.e. 8th September, 2014 up to 7th September, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/ or the Company Secretary, be and are hereby authorised 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."



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i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	238	228	591755792	591155344	99.8981
Through Ballot	36	27	3121	1881	0.003
Total	274	255	591758913	591157225	99.8984

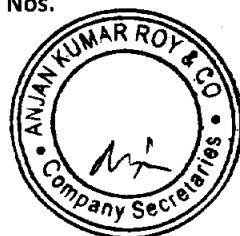
ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	238	10	591755792	600448	0.1015
Through Ballot	36	2	3121	732	0.0001
Total	274	12	591758913	601180	0.1016

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E-voting	238	591755792	N/A	N/A
Through Ballot	36	3121	508	0.0001

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Total	274	591758913	508	0.0001
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Item No. 7

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT Mr. Gopal Krishna Pillai (DIN: 02340756), an Additional Director of the Company in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director.

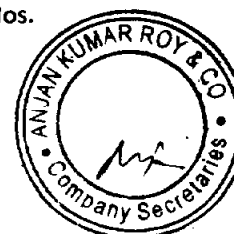
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, approval be and is hereby granted to the appointment of Mr. Pillai as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from the date of Mr. Pillai's appointment as Independent Director i.e. 12th September, 2014 up to 11th September, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and / or the Company Secretary, be and are hereby authorised 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."

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	234	226	590030326	589430538	99.8979
Through Ballot	36	27	3121	1881	0.0003
Total	270	253	590033447	589432419	99.8982

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ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	234	8	590030326	599788	0.1017
Through Ballot	36	2	3121	732	0.0001
Total	270	10	590033447	600520	0.1018

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E-voting	234	590030326	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	270	590033447	508	0.0001

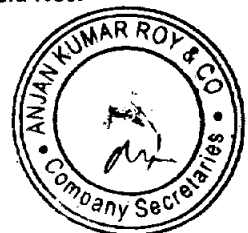
Item No. 8

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, approval be and is hereby accorded to the appointment of Mr. Kamal Ranjan Das (DIN : 00048491), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, with effect from the date of commencement of the Companies Act, 2013 i.e. 1st April, 2014 up to 31st March, 2019.

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9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/or the Company Secretary, be and are hereby authorised 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."

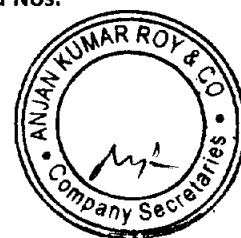
i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	233	215	589477795	586274769	99.4562
Through Ballot	36	26	3121	1831	0.0003
Total	269	241	589480916	586276600	99.4565

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	233	18	589477795	3203026	0.5434
Through Ballot	36	3	3121	782	0.0001
Total	269	21	589480916	3203808	0.5435

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iii. Invalid Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	233	589477795	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	269	589480916	508	0.0001

Item No. 9

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, approval be and is hereby accorded to the appointment of Mr. Pulak Chandan Prasad (DIN : 00003557), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, with effect from the date of commencement of the Companies Act, 2013 i.e. 1st April, 2014 up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/or the Company Secretary, be and are hereby authorised 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."

i. Voted in favour of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	232	170	589785900	558304946	94.6619

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Through Ballot	36	27	3121	1881	0.0003
Total	268	197	589789021	558306827	94.6622

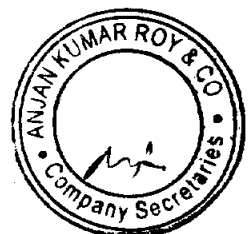
ii. Voted against the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	232	62	589785900	31480954	5.3377
Through Ballot	36	2	3121	732	0.0001
Total	268	64	589789021	31481686	5.3378

iii. Invalid Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E-voting	232	589785900	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	268	589789021	508	0.0001

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Item No. 10

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 160(1) and Section 197 read with Schedule V of the Companies Act, 2013, recommendation of the Compensation and Nomination and Remuneration Committee and approval of the Audit Committee, Mrs. Rishma Kaur (DIN : 00043154) be appointed as Director in whole-time employment of the Company designated Director & National Business Development Manager, Retail for a period of five years i.e. up to 2nd August, 2019 at a remuneration not exceeding Rs. 2,50,000 per month.

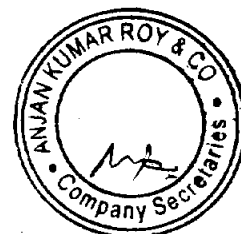
RESOLVED FURTHER THAT the payment of remuneration not exceeding Rs. 2,50,000 per month to Mrs. Kaur as an Additional Director with effect from 1st December, 2014 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/ or the Company Secretary, be and are hereby authorised 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."

i. Voted in favour of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	237	223	591531883	590162064	99.7680
Through Ballot	36	27	3121	1881	0.0003
Total	273	250	591535004	590163945	99.7683

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ii. Voted against the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	237	14	591531883	1369819	0.2316
Through Ballot	36	2	3121	732	0.0001
Total	273	16	591535004	1370551	0.2317

iii. Invalid Votes:

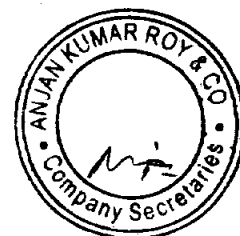
Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	237	591531883	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	273	591535004	508	0.0001

Item No. 11

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 160(1) and Section 197 read with Schedule V of the Companies Act, 2013, recommendation of the Compensation and Nomination and Remuneration Committee and approval of the Audit Committee, Mr Kanwardip Singh Dhingra (DIN : 02696670) be appointed as Director in whole-time employment of the Company designated Director & National Business Development Manager, Industrial for a period of five years i.e. up to 2nd August, 2019 at a remuneration not exceeding Rs. 2,50,000 per month.

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RESOLVED FURTHER THAT the payment of remuneration not exceeding Rs. 2,50,000 per month to Mr. Dhingra as an Additional Director with effect from 1st December, 2014 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/or the Company Secretary, be and are hereby authorised 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."

i. Voted in favour of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E-voting	241	229	591755961	590387838	99.7684
Through Ballot	36	27	3121	1881	0.0003
Total	277	256	591759082	590389717	99.7687

ii. Voted against the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	241	12	591755961	1368123	0.2312
Through Ballot	36	2	3121	732	0.0001
Total	277	14	591759082	1368855	0.2313

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iii. **Invalid Votes:**

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	241	591755961	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	277	591759082	508	0.0001

Item No. 12

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, and in partial modification of the Special Resolution adopted by the members at the Annual General Meeting held on 2nd August, 2012, consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Abhijit Roy ("Mr. Roy"), Managing Director & CEO (DIN : 03439064) of the Company to Rs. 200 lakhs per annum with effect from 1st July, 2014.

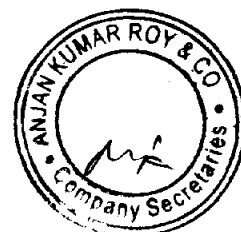
RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of Mr. Roy's appointment as Managing Director & CEO of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 2nd August, 2012, including Mr. Roy's entitlement to receive equity shares and/or equity linked instruments (including options/warrants) and/or restricted stock units (RSU) exercisable into equity shares and/or any other instrument or securities as may be deemed fit by the Compensation and Nomination and Remuneration Committee in accordance with Berger Paints India Limited Employee Stock Option Plan, as approved by the shareholders of the Company, which shall be in addition to the aforesaid maximum remuneration, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (which shall be deemed to include any Committee thereof including the Compensation and Nomination and Remuneration Committee) be and is hereby authorised to finalise the remuneration to be received by Mr. Roy every year within the aforesaid limit.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and

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to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

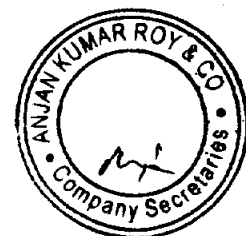
i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	234	170	585857963	561854188	95.9024
Through Ballot	36	27	3121	1881	0.0003
Total	270	197	585861084	561856069	95.9027

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	234	64	585857963	24003775	4.0972
Through Ballot	36	2	3121	732	0.0001
Total	270	66	585861084	24004507	4.0973

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iii. Invalid Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	234	585857963	N/A	N/A
Through Ballot	36	3121	508	0.0001
Total	270	585861084	508	0.0001

Item No. 13

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

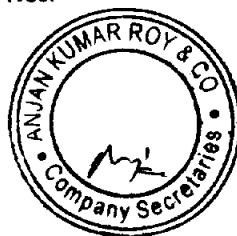
"RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, M/s. N. Radhakrishnan & Co., Cost Auditors, be paid a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand) plus service tax and reimbursement of travel and other out-of-pocket expenses for each Cost Audit/certification engagements for the year 2015-16 for the Company's two factories at Howrah and Rishra in West Bengal, factories at Goa and Puducherry and Rs. 25,000 (Rupees Twenty Five Thousand) for filing a single report in accordance with relevant guidelines and M/s. Shome and Banerjee, Cost Auditors, be paid Rs. 40,000 (Rupees Forty Thousand) plus service tax and reimbursement of travel and other out of pocket expenses for each Cost Audit / certification engagements for the year 2015-16 for the Company's factory at Sikandrabad in Uttar Pradesh and two factories at Jammu and Rs 25,000 (Rupees Twenty Five Thousand) for the Company's factory at Surajpur in Uttar Pradesh.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary be and are hereby authorised 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."

i. Voted in favour of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast in favour	% of total number of valid votes cast

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Remote E-voting	244	237	591756505	591755441	99.9996
Through Ballot	36	25	3121	567	0.0001
Total	280	262	591759626	591756008	99.9997

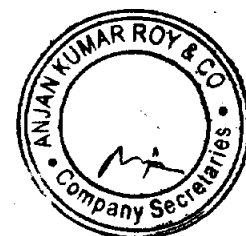
ii. Voted against the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	No. of total votes cast (One share, one vote basis)	No. of Valid Votes Cast against	% of total number of valid votes cast
Remote E-voting	244	7	591756505	1064	0.0002
Through Ballot	36	2	3121	732	0.0001
Total	280	9	591759626	1796	0.0003

iii. Invalid Votes:

Mode of Voting	Total No. of Voters (folios)	No. of total votes cast (One share, one vote basis)	No. of invalid Votes Cast	% of total number of valid votes cast
Remote E-voting	244	591756505	N/A	N/A
Through Ballot	36	3121	1822	0.0003
Total	280	591759626	1822	0.0003

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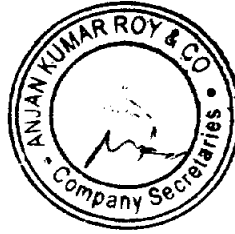
- (D) A comprehensive chart showing the details of votes cast through Remote E Voting and voting through Ballot at the AGM of the Company is attached with this report as **Annexure A**.
- (E) The Register, all other papers and relevant records relating to Remote E - Voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same will be handed over to the Company Secretary for safe keeping.

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557



Scrutinizer for and in respect of the Remote E - Voting and voting through Ballot at the AGM of M/s. Berger Paints India Limited related to their 91st AGM held on 03rd Day of August, 2015

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"Annexure A"

M/s. Berger Paints India Limited

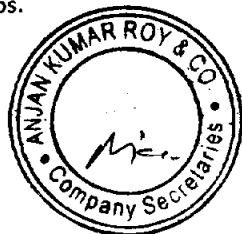
Voting by ballots at the Annual General Meeting held on 03/08/2015

Remote E Voting during the period 31/07/2015 to 02/08/2015

Comprehensive results of Remote E Voting and voting through Ballot at the AGM

Resolution No.	No. of Voters (Folio) Valid	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	266	590036010	590036010	590035265	745	99.9999	0.0001
2	273	591764418	591764418	591753911	10507	99.9982	0.0018
3	270	256619146	256619146	255250291	1368855	99.4666	0.5334
4	273	591765718	591765718	591764811	907	99.9999	0.0001
5	267	591761334	591761334	591160454	600880	99.8985	0.1015
6	267	591758405	591758405	591157225	601180	99.8984	0.1016
7	263	590032939	590032939	589432419	600520	99.8982	0.1018
8	262	589480408	589480408	586276600	3203808	99.4565	0.5435
9	261	589788513	589788513	558306827	31481686	94.6622	5.3378

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Resolution No.	No. of Voters (Folio)	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
10	266	591534496	591534496	590163945	1370551	99.7683	0.2317
11	270	591758574	591758574	590389719	1368855	99.7687	0.2313
12	263	585860576	585860576	561856069	24004507	95.9027	4.0973
13	271	591757804	591757804	591756008	1796	99.9997	0.0003

Statement of Invalid votes

Resolution Number	Number of Voters (folios) declared invalid	Number of votes contained
1	7	508
2	8	1819
3	7	508
4	7	508
5	10	1871
6	7	508
7	7	508
8	7	508
9	7	508
10	7	508
11	7	508
12	7	508
13	9	1822

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