

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 26th December, 2014

The Chairman

Berger Paints India Limited.
Berger House. 129 Park Street.
Kolkata – 700017. West Bengal

SCRUTINIZER'S REPORT

Passing of Resolution by Postal Ballot pursuant to Section 110 of Companies Act 2013
read with Rule 22 of the Companies (Management & Administration) Rules, 2014

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 on the 04th November, 2014 to carry out the scrutiny of the voting by postal ballot in physical and in electronic mode for and in respect of the 05 resolutions, as mentioned herein below;

(B) RESOLUTIONS PROPOSED TO BE PASSED BY THE AFORESAID POSTAL BALLOT;

Sr. No.	Type of resolution	Subject matter of the resolution
1	Ordinary Resolution	Subdivision of existing Equity Shares of the Company of nominal value of Rs. 2/- each into Equity Shares of nominal value of Rs. 1/- each, fixing of record date, issue of fresh certificates of shares, necessary authorization to the Board etc. as contained in the relevant Notice issued by the company, as referred, here in, below;
2	Special Resolution	Alteration of Clause V of the Memorandum of Association of the Company and necessary authorization to the Board etc. as contained in the relevant Notice issued by the company, as referred, here in, below;
3	Special Resolution	Alteration of the Articles of Association of the Company and necessary authorization to the Board etc, as contained in the relevant Notice issued by the company, as referred, here in, below;
4	Ordinary Resolution	Ratification of the remuneration payable to M/s N Radhakrishnan & Co., the Cost Auditors of the Company and necessary authorization to the Board etc, as contained in the relevant Notice issued by the company, as referred, here in, below;
5	Special Resolution	Consent of members is sought under Section 180(1)(a) of the Companies Act 2013, for the disposal of the undertaking of the company and necessary authorization to the Board etc, as contained in the relevant Notice issued by the company, as referred, here in, below;

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/aniankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
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(C) Pursuant to the provisions of section 110 of the Companies Act, 2013, read with the relevant rules thereof and read with relevant provisions of the Stock Exchanges Standard Listing Agreement, I have conducted the scrutiny of the aforesaid Postal Ballot in physical and in electronic voting process, in respect of the aforesaid resolutions no. 01 to 05.

Based on the above scrutiny and on the information and documents provided to me, by the officers of the Company, I submit my report hereunder:

- i. The Company appointed M/s National Securities Depository Limited (NSDL, hereinafter) as the system provider to conduct the aforesaid postal ballot. The electronic data has been compiled and thereafter has been provided to me by the said NSDL. M/s CB Management Services Private Limited (CB, hereinafter), the Registrar & Share Transfer Agents (RTA) of the company has compiled the data pertaining to the physical ballots.
- ii. The company completed the dispatch of the Notice, to the members of the Company, in physical mode, on 21st November, 2014 by service provided by the "Department of post, Government of India". Further, I have been informed by the officers of the Company that the company sent the Notice in electronic form by 21st November, 2014. The Company has also put the relevant notice of the aforesaid Postal Ballot on the website of the Company.
- iii. The relevant notice, as above, mentioned, inter alia, that the business can either be transacted either through electronic voting system or by physical ballots. The procedure for "E Voting" was explained on the reverse of the postal ballot.
- iv. The relevant notice, as above, indicated the time period for the said electronic voting.
- v. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "Business Standard, an English language newspaper" and in "Eyi Samay, a vernacular language newspaper" published on 24th November, 2014, containing, inter alia, the following information:
 - a. Statement that the business may either be transacted by electronic voting or by physical ballots.
 - b. The date of completion of sending of notices.
 - c. The date and time of commencement of voting through electronic means.
 - d. The date and time of end of voting through electronic means and in physical form.
 - e. The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above
 - f. Contact details of the persons responsible to address the grievances connected with the electronic voting.

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- g. contact details of the person responsible to address the grievances connected with the voting by postal ballot including voting by electronic means.
- vi. That to the best of my understanding the electronic voting for the aforesaid resolutions were open for 30 days i.e., from 9:00 A.M. on 24th of November, 2014 to 9:00 P.M. on 23rd of December, 2014.
- vii. That to the best of my understanding, the portal i.e. www.evoting.nsdl.com , where electronic voting process was provided was blocked at 9:00 P.M. on 23rd of December, 2014.
- viii. That the evoting process at the said portal i.e., www.evoting.nsdl.com was unblocked by me on 24th of December, 2014.
- ix. The results of the said electronic voting has been provided to me, containing the detail of votes cast by electronic mode, by M/s. National Security Depository Limited, the agency which was appointed by the company to provide and maintain and which provided and maintained the electronic voting platform for the aforesaid electronic voting, in respect of the aforesaid 05 resolutions.
- x. The relevant details of the aforesaid postal ballot 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 by M/s C B Management Services Private Limited, the Registrar and Share Transfer Agent of the company.

(D) Based on the details of votes, cast in this postal ballot, in respect of the aforesaid 05 resolutions, as received from M/s. National Securities Depository Limited, by download, together with the physical ballots as aforesaid, the result of the aforesaid postal ballot is as hereunder:

Resolution No.	Mode* of casting votes	Ballots Received	Total votes cast in ballots received	Votes in favour of the resolution			Votes against the resolution			Invalid votes		
				Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
1	ELE	459	250364796	452	250357266	99.99	7	7530	0.01			
	PHY	401	537116	337	436088	91.62	14	39893	8.38	50	61135	11.38
	TOTAL		250901912		250793354	99.96		47423	0.02			0.02
2	ELE	445	250361731	432	250353581	99.99	13	8150	0.01			
	PHY	401	537036	331	435707	92.88	10	33410	7.12	60	67919	12.65
	TOTAL		250898767		250789288	99.96		41560	0.02			0.02
3	ELE	444	250361415	430	250353002	99.99	14	8413	0.01			
	PHY	401	537036	330	430927	91.86	11	38190	8.14	60	67919	12.65

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	TOTAL		250898451		250783929	99.95		46603	0.02			0.03
4	ELE	443	250361769	424	250360822	99.99	19	947	0.01			
	PHY	401	537256	312	431323	92.58	28	34574	7.42	61	71359	13.28
	TOTAL		250899025		250792145	99.96		35521	0.01			0.03
5	ELE	441	245482948	372	232464951	94.69	69	13017997	5.30			
	PHY	401	537116	298	418122	91.10	33	40845	8.91	70	78149	14.55
	TOTAL		246020064		232883073	94.66		13058842	5.31			0.03

*Votes cast electronically have been shown as "ELE" and those cast by physical ballots have been shown as "PHY" in the column "Mode of casting votes"

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


ANJAN KUMAR ROY
FCS



Scrutinizer for and in respect of the Postal Ballot process
of M/s. Berger Paints (India) Limited