

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

**The Chairman
of the 95th Annual General Meeting of
Berger Paints India Limited
Berger House
129, Park Street
Kolkata - 700017
West Bengal**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 95th Annual General Meeting (AGM) of the members of “**Berger Paints India Limited**” (“*Company*”) held on Monday, 5th August, 2019 at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11:00 A.M. for the purpose of scrutinizing the remote e-voting and voting through electronic means at the venue of the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through electronic means at the venue of the AGM on the resolutions contained in the Notice of the Annual General Meeting dated 30th May, 2019. My responsibility as a scrutinizer for the remote e-voting and voting through electronic means at the venue of the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through electronic means at the venue of the AGM as provided by NSDL.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 2nd August, 2019 up to 5.00 P.M. IST on Sunday, the 4th August, 2019.
2. The Shareholders holding shares as on the “cut off” date, i.e. 29th July, 2019 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice dated 30th May, 2019 of the Annual General Meeting of the Company.
3. The Company has also provided electronic voting system at the venue of the Annual General Meeting to enable the shareholders to cast the votes in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Monday, the 5th August, 2019 around 1:40 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, West Bengal and Mr. Sanjay Sharma residing at 414, Belilious Road, South Howrah - 711101, West Bengal who are not in employment of the Company.
5. The combined result of the remote e-voting [**EVEN : 110885**] and votes casted through electronic means at the venue of the AGM are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

To adopt the Audited Financial Statements (including the audited consolidated financial statements) of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	287	842082906	
E-Voting at AGM Venue	120	31939	
Total	407	842114845	99.99996%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	233	
E-Voting at AGM Venue	6	121	
Total	9	354	0.00004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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b) Resolution 2 : Ordinary Resolution

To declare dividend of Rs. 1.90 (190%) per share on the paid up equity shares of Rs. 1/- each of the Company for the financial year ended 31st March, 2019

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	296	842268014	
E-Voting at AGM Venue	120	31939	
Total	416	842299953	99.99997%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	140	
E-Voting at AGM Venue	6	121	
Total	7	261	0.00003%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**c) Resolution 3 : Ordinary Resolution**

To re-appoint Mr. Kuldip Singh Dhingra (DIN: 00048406), Director of the Company, who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	281	839666713	
E-Voting at AGM Venue	123	31944	
Total	404	839698657	99.77869%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	11	1862309	
E-Voting at AGM Venue	3	116	
Total	14	1862425	0.22131%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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d) Resolution 4 : Ordinary Resolution

To re-appoint 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

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	271	837436260	
E-Voting at AGM Venue	123	31944	
Total	394	837468204	99.51366%

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	4092762	
E-Voting at AGM Venue	3	116	
Total	24	4092878	0.48634%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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 SPECIAL BUSINESS:

e) Resolution 5 : Special Resolution

Re-appointment of Mr. Naresh Gujral (DIN: 00028444) as a Non-Executive Independent Director of the Company for a second term with effect from 20th August, 2019 upto 19th August, 2024

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	269	840338824	
E-Voting at AGM Venue	122	31943	
Total	391	840370767	99.85856%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	23	1190198	
E-Voting at AGM Venue	4	117	
Total	27	1190315	0.14144%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**f) Resolution 6 : Ordinary Resolution**

Appointment of Mr. Anoop Hoon (DIN: 00686289) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st February, 2019 to 31st January, 2024

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	281	841527547	
E-Voting at AGM Venue	123	31944	
Total	404	841559491	99.99992%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	559	
E-Voting at AGM Venue	3	116	
Total	12	675	0.00008%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**g) Resolution 7 : Ordinary Resolution**

Appointment of Mrs. Sonu Halan Bhasin (DIN: 02878434) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st February, 2019 to 31st January, 2024

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	282	841527432	
E-Voting at AGM Venue	123	31944	
Total	405	841559376	99.99980%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	1590	
E-Voting at AGM Venue	3	116	
Total	13	1706	0.00020%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**h) Resolution 8 : Ordinary Resolution**

Re-appointment of Ms. Rishma Kaur (DIN: 00043154) as a Whole Time Director designated as Executive Director of the Company for a period of 5 years with effect from 3rd August, 2019 to 2nd August, 2024

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	269	836471839	
E-Voting at AGM Venue	122	31943	
Total	391	836503782	99.39906%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	5057183	
E-Voting at AGM Venue	4	117	
Total	27	5057300	0.60094%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**i) Resolution 9 : Ordinary Resolution**

Re-appointment of Mr. Kanwardip Singh Dhingra (DIN: 02696670) as a Whole Time Director designated as Executive Director of the Company for a period of 5 years with effect from 3rd August, 2019 to 2nd August, 2024

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	268	836471699	
E-Voting at AGM Venue	123	31944	
Total	391	836503643	99.39904%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	5057323	
E-Voting at AGM Venue	3	116	
Total	27	5057439	0.60096%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**j) Resolution 10 : Ordinary Resolution**

To ratify the remuneration payable to M/s. N. Radhakrishnan & Co., Cost Auditors and M/s. Shome and Banerjee, Cost Auditors of the Company for the financial year 2019-2020

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	290	842267585	
E-Voting at AGM Venue	123	31944	
Total	413	842299529	99.99994%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	394	
E-Voting at AGM Venue	3	116	
Total	9	510	0.00006%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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6. All the resolutions proposed hereinabove have been passed with requisite majority.
7. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 05.08.2019



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Witness:

1. *Dasgupta*

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road
Behala, Kolkata - 700060

2. *Sanjay Sharma*

(Sanjay Sharma)
414, Belilious Road
South Howrah - 711101



Received the Report of the Scrutinizer
For Berger Paints India Limited

(Aniruddha Sen)
Sr. Vice President &
Company Secretary

