



STOCK. EXG/ AG/ 2020-21

25th September, 2020

The Corporate Relationship
Department
BSE Limited,
1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

The Listing Department
National Stock Exchange
of India Limited
Exchange Plaza, 5th Floor,
Plot No.-C/1, 'G' Block,
Bandra- Kurla Complex,
Bandra (E)
Mumbai - 400051

Listing Department
The Calcutta Stock
Exchange Ltd.
7 Lyons Range,
Kolkata-700001

Scrip Code : 509480

Scrip Code: BERGEPAINT Scrip Code : 12529

Dear Sir/Madam,

Subject: Consolidated Report of the Scrutinizer dated 25th September, 2020 on remote e -voting and electronic voting at 96th Annual General Meeting

Please find enclosed Consolidated Report of the Scrutinizer dated 25th September, 2020 on remote e -voting and electronic voting at 96th Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The above information is for your record.

Yours faithfully,
For **BERGER PAINTS INDIA LIMITED**


Arunito Ganguly
Vice President & Company Secretary

Encl.: a/a

BERGER PAINTS INDIA LIMITED

Berger House, 129, Park Street, Kolkata - 700 017, Phone : 2229 9724-28, 2229 6005-06, Fax : 91-33-2249 9009/9729, www.bergerpaints.com
CIN - L51434WB1923PLC004793, E-mail : consumerfeedback@bergerindia.com

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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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 96th Annual General Meeting of
Berger Paints India Limited
Berger House
129, Park Street
Kolkata - 700 017**

Dear Sir,

I, Atul Kumar Labh, Practising 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 96th Annual General Meeting (“AGM”) of the members of “**Berger Paints India Limited**” (“Company”) held on Friday, the 25th day of September, 2020 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 23rd day of June, 2020. My responsibility as a scrutinizer for remote e-voting and e-voting at 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”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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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 Tuesday, the 22nd day of September, 2020 up to 5.00 P.M. IST on Thursday, the 24th day of September, 2020.
2. The shareholders holding shares as on the “cut off” date, i.e. the 18th day of September, 2020 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated the 23rd day of June, 2020 of the AGM of the Company.
3. The Company has also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same has not been cast by them through remote e-voting.
4. The votes were unblocked on Friday, the 25th day of September, 2020 around 01:35 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Amit Kumar Labh, residing at 71, Narsingh Dutta Road, Kolkata – 700008 and Mr. Asit Kumar Labh, residing at 25, Bhuvan Mohan Roy Road, Kolkata – 700008, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed; the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 113742] is as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

Approval of Audited financial statements (including the audited consolidated financial statements) for the financial year ended 31st March, 2020, the report of the Board of Directors along with relevant Annexures and the Statutory Auditors

(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	629	829695982	
E-voting at AGM	9	446	
Total	638	829696428	99.9999%

(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	5	464	
E-voting at AGM	0	0	
Total	5	464	0.0001%

(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

Confirmation of Interim Dividend and payment of Final Dividend for the financial year ended 31st March, 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	633	829968232	
E-voting at AGM	9	446	
Total	642	829968678	99.9999%

(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	7	479	
E-voting at AGM	0	0	
Total	7	479	0.0001%

(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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c) Resolution 3 : Ordinary Resolution

Re-appointment of Mr. Kuldip Singh Dhingra, Non-Executive Director (DIN 00048406)

(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	592	825255316	
E-voting at AGM	9	446	
Total	601	825255762	99.4358%

(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	43	4682600	
E-voting at AGM	0	0	
Total	43	4682600	0.5642%

(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

Re-appointment of Mr. Gurbachan Singh Dhingra, Non-Executive Director (DIN 00048465)

(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	584	824200856	
E-voting at AGM	9	446	
Total	593	824201302	99.3087%

(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	51	5737060	
E-voting at AGM	0	0	
Total	51	5737060	0.6913%

(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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e) Resolution 5 : Ordinary Resolution

Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company

(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	621	829782917	
E-voting at AGM	9	446	
Total	630	829783363	99.9813%

(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	13	154998	
E-voting at AGM	0	0	
Total	13	154998	0.0187%

(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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 SPECIAL BUSINESS:

f) Resolution 6 : Ordinary Resolution

Appointment of Dr. Anoop Kumar Mittal (DIN 05177010) as a Non-Executive, Independent Director of the Company

(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	619	829754294	
E-voting at AGM	9	446	
Total	628	829754740	99.9874%

(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	12	104620	
E-voting at AGM	0	0	
Total	12	104620	0.0126%

(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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g) Resolution 7 : Ordinary Resolution

Ratification of remuneration to be paid to the Cost Auditors of the Company for the financial year ended 31st March, 2021

(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	625	829937415	
E-voting at AGM	9	446	
Total	634	829937861	99.9999%

(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	9	492	
E-voting at AGM	0	0	
Total	9	492	0.0001%

(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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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers including 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
UDIN : F004848B000776520



Place: Kolkata
Dated: 25.09.2020



A. K. LABH

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Witness:

1. *Amit Kumar Labh*

(Amit Kumar Labh)
71, Narsingh Dutta Road
Kolkata - 700008

2. *Asit Kumar Labh*

(Asit Kumar Labh)
25, Bhuvan Mohan Roy Road
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Received the Report of the Scrutinizer
For Berger Paints India Limited

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

