

# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

## **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 97<sup>th</sup> 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 97<sup>th</sup> Annual General Meeting (“AGM”) of the members of “**Berger Paints India Limited**” (“Company”) held on Friday, the 27<sup>th</sup> day of August, 2021 at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 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 26<sup>th</sup> day of May, 2021. 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.



# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

I submit my report as under :

1. The remote e-voting period remained open from 9.00 A.M. IST on Tuesday, the 24<sup>th</sup> day of August, 2021 up to 5.00 P.M. IST on Thursday, the 26<sup>th</sup> day of August, 2021.
2. The shareholders holding shares as on the “cut off” date, i.e. the 20<sup>th</sup> day of August, 2021 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of the AGM dated the 26<sup>th</sup> day of May, 2021.
3. The Company had 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 had not been cast by them through remote e-voting.
4. The votes were unblocked on Friday, the 27<sup>th</sup> day of August, 2021 around 01:20 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, 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 : 116547] are as under:



# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

## <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, 2021, the Report of the Board of Directors along with relevant Annexures and that of 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	1223	855546807	
E-voting at AGM	3	6986	
<b>Total</b>	<b>1226</b>	<b>855553793</b>	<b>99.9999%</b>

(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	1258	
E-voting at AGM	0	0	
<b>Total</b>	<b>11</b>	<b>1258</b>	<b>0.0001%</b>

(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



# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

## b) Resolution 2 : Ordinary Resolution

*Payment of Dividend 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	1219	854898573	
E-voting at AGM	3	6986	
<b>Total</b>	<b>1222</b>	<b>854905559</b>	<b>99.9102%</b>

(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	16	768602	
E-voting at AGM	0	0	
<b>Total</b>	<b>16</b>	<b>768602</b>	<b>0.0898%</b>

(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



# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

## c) Resolution 3 : Ordinary Resolution

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

(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	943	804645921	
E-voting at AGM	3	6986	
<b>Total</b>	<b>946</b>	<b>804652907</b>	<b>96.5652%</b>

(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	287	28621473	
E-voting at AGM	0	0	
<b>Total</b>	<b>287</b>	<b>28621473</b>	<b>3.4348%</b>

(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



**d) Resolution 4 : Ordinary Resolution****Re-appointment of Mr. Gurbachan Singh Dhingra (DIN: 00048465), Non-Executive Director***(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	972	835003729	
E-voting at AGM	3	6986	
<b>Total</b>	<b>975</b>	<b>835010715</b>	<b>97.7155%</b>

*(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	260	19521405	
E-voting at AGM	0	0	
<b>Total</b>	<b>260</b>	<b>19521405</b>	<b>2.2845%</b>

*(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



# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

## <B> SPECIAL BUSINESS:

### e) Resolution 5 : Special Resolution

*Approval for continuation of Directorship of Mr. Kuldip Singh Dhingra (DIN : 00048406) pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)*

(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	986	813602064	
E-voting at AGM	3	6986	
<b>Total</b>	<b>989</b>	<b>813609050</b>	<b>97.7738%</b>

(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	242	18524662	
E-voting at AGM	0	0	
<b>Total</b>	<b>242</b>	<b>18524662</b>	<b>2.2262%</b>

(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 : Special Resolution****Re-appointment of Mr. Abhijit Roy (DIN: 03439064) as Managing Director & CEO***(i) Voted in favour of the Resolution:*

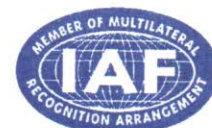
<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1144	824806624	
E-voting at AGM	3	6986	
<b>Total</b>	<b>1147</b>	<b>824813610</b>	<b>99.1291%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	81	7246257	
E-voting at AGM	0	0	
<b>Total</b>	<b>81</b>	<b>7246257</b>	<b>0.8709%</b>

*(iii) Invalid Votes:*

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





# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

## g) Resolution 7 : Special Resolution

**Revision in remuneration of Mr. Abhijit Roy (DIN: 03439064), Managing Director & CEO**

(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	1115	848994023	
E-voting at AGM	3	6986	
<b>Total</b>	<b>1118</b>	<b>849001009</b>	<b>99.3614%</b>

(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	107	5456889	
E-voting at AGM	0	0	
<b>Total</b>	<b>107</b>	<b>5456889</b>	<b>0.6386%</b>

(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**

*Ratification of remuneration to be paid to the Cost Auditors of the Company for the financial year 2021-22*

(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	1190	855660524	
E-voting at AGM	3	6986	
<b>Total</b>	<b>1193</b>	<b>855667510</b>	<b>99.9992%</b>

(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	36	6449	
E-voting at AGM	0	0	
<b>Total</b>	<b>36</b>	<b>6449</b>	<b>0.0008%</b>

(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



# A. K. LABH

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

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers 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)  
*Practising Company Secretary*  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848C000847008



Place: Kolkata

Dated: 27.08.2021



## A. K. LABH

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

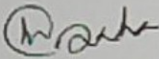


## A. K. LABH & Co.

*Company Secretaries*

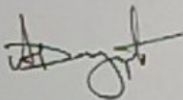
40, Weston Street, 3rd Floor, Kolkata - 700 013  
☎ (033) 2221-9381, Fax : (033) 2221-9381  
Mobile : 98300-55689  
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
Website : [www.aklabh.com](http://www.aklabh.com)

*Witness:*

1. 

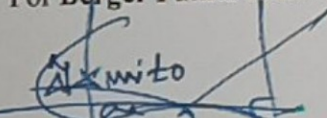
(Narayan Chandra Saha)  
108, Sarat Chatterjee Road  
Howrah - 711102



2. 

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

Received the Report of the Scrutinizer  
For Berger Paints India Limited



(Arunjit Ganguly)  
Vice President & Company Secretary  
FCS 9285

