

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

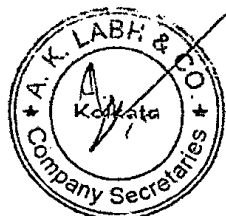
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 98th 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 98th Annual General Meeting (“AGM”) of the members of “**Berger Paints India Limited**” (“Company”) held on Friday, the 26th day of August, 2022 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 (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 26th day of May, 2022. 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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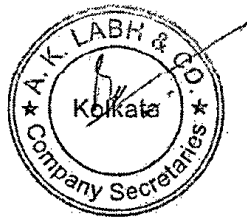
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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 23rd day of August, 2022 up to 5:00 P.M. IST on Thursday, the 25th day of August, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 19th day of August, 2022 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the AGM dated the 26th day of May, 2022.
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 26th day of August, 2022 around 01:50 P.M. IST 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 : 120529] are 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, 2022, the report of the Board of Directors along with relevant Annexures and that of the Statutory Auditors

(i) Voted in favour of the Resolution:

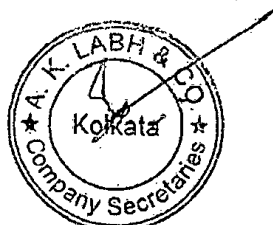
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1830	847745124	
E-voting at AGM	11	34584	
Total	1841	847779708	99.9999%

(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	12	503	
E-voting at AGM	0	0	
Total	12	503	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

Payment of Dividend for the financial year ended 31st March, 2022

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

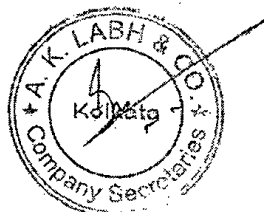
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1832	847935059	
E-voting at AGM	11	34584	
Total	1843	847969643	99.9999%

(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	15	638	
E-voting at AGM	0	0	
Total	15	638	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 : Special Resolution

Re-appointment of Mr. Kuldip Singh Dhingra (DIN: 00048406), as a 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	1535	804849210	
E-voting at AGM	11	34584	
Total	1546	804883794	97.7812%

(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	301	18264209	
E-voting at AGM	0	0	
Total	301	18264209	2.2188%

(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 (DIN: 00048465), as a Director of the Company

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

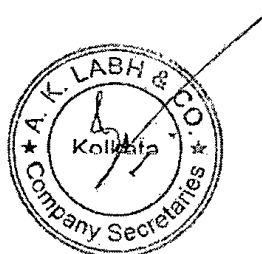
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1511	803990097	
E-voting at AGM	11	34584	
Total	1522	804024681	97.6887%

(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	319	19023224	
E-voting at AGM	0	0	
Total	319	19023224	2.3113%

(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

Approval for continuation of Directorship of Mr. Naresh Gujral (DIN: 00028444) pursuant to Regulations 17(1A) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

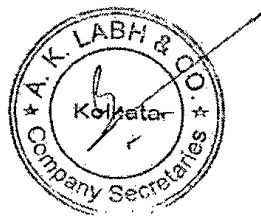
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1407	797479844	
E-voting at AGM	11	34584	
Total	1418	797514428	94.0683%

(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	430	50288916	
E-voting at AGM	0	0	
Total	430	50288916	5.9317%

(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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f) Resolution 6 : Ordinary Resolution

Ratification of remuneration to be paid to the Cost Auditors of the Company for the financial year 2022-23

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

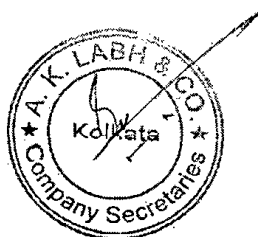
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1777	846647942	
E-voting at AGM	11	34584	
Total	1788	846682526	99.8522%

(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	56	1253203	
E-voting at AGM	0	0	
Total	56	1253203	0.1478%

(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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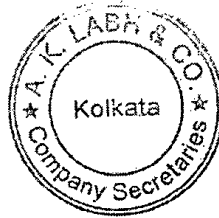
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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this 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 : F004848D000856644

Place : Kolkata
Dated : 26-08-2022



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Witness:

1. 

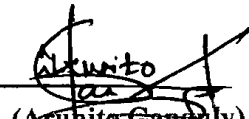
(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102



2. 

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

Received the Report of the Scrutinizer
For Berger Paints India Limited



(Aruhito Ganguly)
Vice President & Company Secretary
FCS 9285

