

S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated

Date: 11.07.2016

SCRUTINIZER'S REPORT

The Managing Director

M/s. Berger Paints India Limited.
129, Park Street,
Kolkata-700017

Re: Postal Ballot pursuant to the notice dated 30th May, 2016

Dear Sir,

1. The Board of Directors of the company appointed us as a Scrutinizer for conducting the postal ballot voting process.
2. Accordingly, we submit our report pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as under:
 - 2.1 The company completed on 10.06.2016 the despatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 03.06.2016.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been maintained for the purpose in soft mode and print outs have also been taken.
 - 2.3 The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
 - 2.4 The postal ballot envelopes were opened with our authority.
 - 2.5 The postal ballot forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 03.06.2016 and the same were processed by the STA of the Company M/s CB Management Services (P) Ltd.
 - 2.6 All postal ballot forms received upto Sunday, 10th day July, 2016 the last date and time fixed by the company for receipt of the forms, were considered for our scrutiny.
 - 2.7 Envelopes containing postal ballot forms received after 10.07.2016 were not considered. NIL no. of envelopes were received on 11.07.2016.
 - 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 124.
 - 2.9 Option for e-voting was also given to the shareholders through CB Management Services (P) Ltd (STA) who facilitated e-voting.



2.10 E-voting was done through NSDL platform.

2.11 The results of e-voting have also been taken into consideration while calculating the result of the postal ballot process

3. A summary of the postal ballot forms / e-voting is given below:

		Physical				E-Voting							
A	Number of the postal ballot forms received												
	(i) Valid					528							
	(ii) Invalid/Rejected					49							
No. of valid votes (Shares)													
B	Number of votes cast for the Resolution no.1	Physical Shares		%		e-voting Shares		%		Total Shares		%	
	(i) Votes cast in favour of Resolution	9,01,555	98.95%	55,99,41,017	99.97%	56,08,42,572	99.97%						
	(ii) Votes cast against Resolution	9,610	1.05%	1,49,920	0.03%	1,59,530	0.03%						
	Total Votes Cast	9,11,165	100.00%	56,00,90,937	100.00%	56,10,02,102	100.00%						
C	Number of votes cast for the Resolution no.2	Physical Shares		%		e-voting Shares		%		Total Shares		%	
	(i) Votes cast in favour of Resolution	8,83,160	99.98%	55,99,29,004	99.97%	56,08,12,164	99.97%						
	(ii) Votes cast against Resolution	198	0.02%	1,49,776	0.03%	1,49,974	0.03%						
	Total Votes Cast	8,83,358	100.00%	56,00,78,780	100.00%	56,09,62,138	100.00%						
D	Number of votes cast for the Resolution no.3	Physical Shares		%		e-voting Shares		%		Total Shares		%	
	(i) Votes cast in favour of Resolution	8,56,213	98.58%	55,99,31,559	99.97%	56,07,87,772	99.97%						
	(ii) Votes cast against Resolution	12,360	1.42%	1,50,156	0.03%	1,62,516	0.03%						
	Total Votes Cast	8,68,573	100.00%	56,00,81,715	100.00%	56,09,50,288	100.00%						
E	Number of votes cast for the Resolution no.4	Physical Shares		%		e-voting Shares		%		Total Shares		%	
	(i) Votes cast in favour of Resolution	8,06,542	98.52%	55,99,33,427	99.97%	56,07,39,969	99.97%						
	(ii) Votes cast against Resolution	12,150	1.48%	1,50,276	0.03%	1,62,426	0.03%						
	Total Votes Cast	8,18,692	100.00%	56,00,83,703	100.00%	56,09,02,395	100.00%						

Accordingly all the four Resolutions have been passed as Special Resolutions with requisite majority.

4. The Register, all other papers and relevant records relating to electronic voting / voting by Postal ballots shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Meeting whereafter the same will be handed over to the Company Secretary for safe keeping.

5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 11.07.2016

Encl: As above



Name & signature of Scrutinizer

S.M. Gupta
(S.M. Gupta)
S.M.Gupta & Co.
F.C.S.-896
C.P.- 2053