

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

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CONSOLIDATED SCRUTINIZER'S REPORT

To

The Chairman

Berger Paints India Limited

Berger House

129, Park Street

Kolkata - 700017

West Bengal

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 30th May, 2017.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot and e-voting dated the 30th May, 2017. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting received through postal ballots as provided by M/s. C. B. Management Services Private Limited, Kolkata, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) through Registered Post / Speed Post / electronic mode on 12th June, 2017 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 2nd day of June, 2017.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.



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- (c) The ballot boxes were opened after 5:00 p.m. on Saturday, 15th day of July, 2017, in our presence.
- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5:00 p.m. on Saturday 15th day of July, 2017, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:00 p.m. on Saturday 15th day of July, 2017, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system (www.evoting.nsdl.com).
- (j) The e-voting period remained open from 09:00 A.M. IST on Friday, the 16th day of June, 2017 up to 5:00 P.M. IST on Saturday, the 15th day of July, 2017.
- (k) The Shareholders holding shares as on the “cut off” date, i.e. 2nd day of June, 2017 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot and e-voting dated 30th day of May, 2017.
- (l) The result of the electronic voting was downloaded after 5:00 p.m. on Saturday, 15th day of July, 2017 from NSDL website providing the platform for e-voting system (www.evoting.nsdl.com) and were unblocked in the presence of two witnesses, namely, Mr. Asit Kumar Labh, residing at 71 N. D. Road, Kolkata – 700 008 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700 050 who are not in the employment of the Company and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (**EVEN: 106212**)] is as follows :-



**SPECIAL BUSINESS:****Special Resolution*****“Alteration of the Object Clause of the Memorandum of Association 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
E-voting	747	795397533	
Voting by Postal ballot	291	624489	
Total	1038	796022022	99.999%

(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
E-voting	26	4431	
Voting by Postal ballot	5	2536	
Total	31	6967	0.001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
50	79917



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4. The proposed resolution has therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the consolidated result comprising of e-voting and Postal Ballot.
6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.

Thanking You,

Yours truly

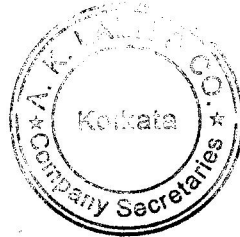
For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 17.07.2017

Witness :

1. *Asit Kumar Labh*

(Asit Kumar Labh)

71, N. D. Road

Kolkata - 700 008

2. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road

Kolkata - 700 050

Received the Report of the Scrutinizer

For Berger Paints India Limited

Sd/-

(Aniruddha Sen)

Sr. Vice President &

Company Secretary