



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 93rd Annual General Meeting of
Berger Paints India Limited
Berger House
129, Park Street
Kolkata - 700017
West Bengal**

Dear Sir,

I, Atul Kumar Labh, Practicing 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 93rd Annual General Meeting (AGM) of the members of "**Berger Paints India Limited**" ("*Company*") held on Friday, 4th August, 2017 at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11:00 A.M. for the purpose of scrutinizing the remote e-voting and voting through electronic means at the venue of 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 and Rules relating to remote e-voting and voting through electronic means at the venue of the AGM on the resolutions contained in the Notice of the Annual General Meeting dated 30th May, 2017. My responsibility as a scrutinizer for the remote e-voting and voting through electronic means at the venue of 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) and of voting through electronic means at the venue of the AGM as provided by NSDL.



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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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Tuesday, the 1st August, 2017 up to 5.00 P.M. IST on Thursday, the 3rd August, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 28th July, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 30th May, 2017 of the Annual General Meeting of the Company.
3. The Company has also provided electronic voting system at the venue of the Annual General Meeting to enable the shareholders to cast the votes in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Friday, the 4th August, 2017 around 01:30 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711102 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
5. The combined result of the remote e-voting [EVEN : 106427] and votes casted through electronic means at the venue of the AGM are as under:

<A> **ORDINARY BUSINESS:**

a) Resolution 1 : Ordinary Resolution

To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and Auditors Report and Directors Report thereon

(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	333	838415693	
E-Voting at AGM Venue	83	30958	
Total	416	838446651	99.9998%



**(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	4	156	
E-Voting at AGM Venue	1	1680	
Total	5	1836	0.0002%

(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

b) Resolution 2 : Ordinary Resolution

To declare dividend of Rs. 1.75 (175%) per share on the paid up equity shares of Rs. 1/- each of the Company for the financial year ended 31st March, 2017

(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	341	841166159	
E-Voting at AGM Venue	84	32638	
Total	425	841198797	99.9999%



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(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	3	1114	
E-Voting at AGM Venue	0	0	
Total	3	1114	0.0001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) Resolution 3 : Ordinary Resolution

To re-appoint Mr. Gurbachan Singh Dhingra (DIN: 00048465), Director of the Company, who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment

(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	324	837844341	
E-Voting at AGM Venue	84	32638	
Total	408	837876979	99.6061%



**(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	16	3313572	
E-Voting at AGM Venue	0	0	
Total	16	3313572	0.3939%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) Resolution 4 : Ordinary Resolution

To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company and to fix their remuneration

(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	327	841154980	
E-Voting at AGM Venue	84	32638	
Total	411	841187618	99.9998%



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(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	13	2018	
E-Voting at AGM Venue	0	0	
Total	13	2018	0.0002%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

 SPECIAL BUSINESS:

e) **Resolution 5 : Special Resolution**

To pay commission to Directors of the Company including Independent Directors, who are neither Managing Director nor Whole time Directors

(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	306	841136022	
E-Voting at AGM Venue	83	30958	
Total	389	841166980	99.9989%



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(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	32	7925	
E-Voting at AGM Venue	1	1680	
Total	33	9605	0.0011%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

f) Resolution 6 : Ordinary Resolution

To ratify the remuneration payable to M/s. N. Radhakrishnan & Co., Cost Auditors of the Company for the financial Year 2017-2018

(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	328	841139609	
E-Voting at AGM Venue	84	32638	
Total	412	841172247	99.9995%



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(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	13	4533	
E-Voting at AGM Venue	0	0	
Total	13	4533	0.0005%

(iii) *Invalid* Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

7. All the resolutions proposed hereinabove have been passed with requisite majority.

8. The remote e-voting register and 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 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



Place: Kolkata

Dated: 04.08.2017

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Witness :

1. 

(Narayan Chandra Saha)
108/1, Sarat Chatterjee Road,
Howrah – 711 102

2. 

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata – 700 050



Received the Report of the Scrutinizer
For Berger Paints India Limited

(Aniruddha Sen)
Sr. Vice President &
Company Secretary