

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

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

**The Chairman
of the 94th 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 94th Annual General Meeting (AGM) of the members of “**Berger Paints India Limited**” (“*Company*”) held on Friday, 3rd August, 2018 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, 2018. 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.



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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 31st July, 2018 up to 5.00 P.M. IST on Thursday, the 2nd August, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 27th July, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 30th May, 2018 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 3rd August, 2018 around 1:30 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
5. The combined result of the remote e-voting [**EVEN : 108580**] 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 (including the audited consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon

(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	382	841146417	
E-Voting at AGM Venue	100	37905	
Total	482	841184322	99.9998%

(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	2	61	
E-Voting at AGM Venue	1	1680	
Total	3	1741	0.0002%

(iii) **Invalid Votes:**

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



**b) Resolution 2 : Ordinary Resolution**

To declare dividend of Rs. 1.80 (180%) per share on the paid up equity shares of Rs. 1/- each of the Company for the financial year ended 31st March, 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	388	843637662	
E-Voting at AGM Venue	100	37905	
Total	488	843675567	99.9998%

(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	1	1	
E-Voting at AGM Venue	1	1680	
Total	2	1681	0.0002%

(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. Kuldip Singh Dhingra (DIN: 00048406), 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:

<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	373	842389403	
E-Voting at AGM Venue	100	37905	
Total	473	842427308	99.8519%

(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	14	1248117	
E-Voting at AGM Venue	1	1680	
Total	15	1249797	0.1481%

(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**

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:

<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	362	839672601	
E-Voting at AGM Venue	100	37905	
Total	462	839710506	99.5299%

(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	24	3964415	
E-Voting at AGM Venue	1	1680	
Total	25	3966095	0.4701%

(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



** SPECIAL BUSINESS:****e) Resolution 5 : Special Resolution**

Re-appointment of Mr. Kamal Ranjan Das (DIN : 00048491) as an Independent Director of the Company for a second term for a period from 1st April, 2019 upto 31st March, 2020

(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	350	835778631	
E-Voting at AGM Venue	98	37799	
Total	448	835816430	99.0683%

(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	37	7858889	
E-Voting at AGM Venue	3	1786	
Total	40	7860675	0.9317%

(iii) **Invalid Votes:**

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



**f) Resolution 6 : Special Resolution**

Re-appointment of Mr. Pulak Chandan Prasad (DIN: 00003557) as an Independent Director of the Company for a second term for a period from 1st April, 2019 upto 31st March, 2024

(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	350	836036256	
E-Voting at AGM Venue	98	37799	
Total	448	836074055	99.0993%

(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	33	7597487	
E-Voting at AGM Venue	3	1786	
Total	36	7599273	0.9007%

(iii) Invalid Votes:

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



**g) Resolution 7 : Ordinary Resolution**

To ratify the remuneration payable to M/s. N. Radhakrishnan & Co., Cost Auditors and M/s Shome and Banerjee, Cost Auditors of the Company for the financial year 2018-2019

(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	381	843408124	
E-Voting at AGM Venue	98	37799	
Total	479	843445923	99.9726%

(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	6	229319	
E-Voting at AGM Venue	3	1786	
Total	9	231105	0.0274%

(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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6. All the resolutions proposed hereinabove have been passed with requisite majority.
7. The physical ballot forms, 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 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)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 04.08.2018

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Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. *Priya Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata – 700007



Received the Report of the Scrutinizer
For Berger Paints India Limited

(Aniruddha Sen)
Sr. Vice President &
Company Secretary