

Fax : (033) 2236-7135  
E-mail : smguptaandco@yahoo.com  
smguptaandco@gmail.com  
Website : www.smguptaco.com

Phones : Offi. : 2236 1385, 2236 7135  
Resi. : 2534 8148  
Mobile : 98300 57568

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

Ref. No.....

Dated ..... 03.08.2016

**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015

To,  
The Chairman/Managing Director  
M/s. Berger Paints India Limited.  
129, Park Street,  
**Kolkata-700017**

Dear Sir,

I, S. M. Gupta, of M/s. S. M. Gupta & Co., Company Secretaries having its office at P-15, Bentinck Street, Kolkata - 700 001 was appointed as a Scrutinizer by Berger Paints India Limited ("the Company") for the purpose of scrutinizing the voting process at the 92<sup>nd</sup> Annual General Meeting of the Shareholders of the Company, held on Wednesday, 3<sup>rd</sup> day of August, 2016 at 11.00 a.m. at Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700 017 in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s). The Company had provided to the Members facility of remote e-voting and voting at the Annual General Meeting by electronic means. We submit our report as under:

1. The remote e-voting period started on Sunday, 31<sup>st</sup> July, 2016 (at 9.00 a.m. IST) and ended on Tuesday, 2<sup>nd</sup> August, 2016 (at 5.00 p.m. IST) and the members were required to cast their vote electronically conveying their assent/dissent in respect of the Resolutions on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for voting at the AGM on Wednesday, 3<sup>rd</sup> August, 2016 at 11.00 a.m. E-voting at the venue was facilitated by NSDL team and done through tablets.
2. The members who attended the AGM were provided with the facility of voting through electronic means.



3. The shareholders holding shares as on the "cut off" date i.e. 27<sup>th</sup> July, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 8 as set out in the notice of the 92<sup>nd</sup> Annual General Meeting of the Company)
4. The voting at the AGM (by e- voting) commenced on Wednesday, 3<sup>rd</sup> August, 2016 at 11.00 a.m. and was closed at around 12.40 p.m.
5. The votes were finally unblocked on 3<sup>rd</sup> August, 2016 by NSDL Kolkata office. Thereafter the results were received by e-mail from NSDL Kolkata in the presence of two witnesses, Ms. Prerna Agarwal and Ms. Baby Gupta both working for gain at P-15, Bentinck Street, Kolkata- 700 001 who are not in the employment of the company. They have signed below in confirmation of the votes being cast in their presence at the AGM venue and the result being processed at our office.

Prerna Agarwal

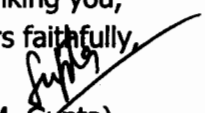
Name: Ms. Prerna Agarwal

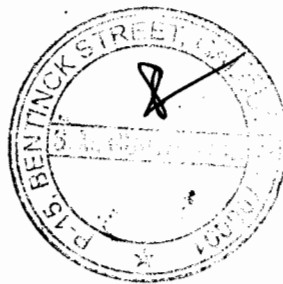
Baby Gupta

Name: Ms. Baby Gupta

6. The result of the e-voting are annexed. Accordingly, all the resolution nos. 1 to 8 set out in the Notice of the 92<sup>nd</sup> Annual General Meeting were passed with requisite majority.
7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where-after the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
(S. M. Gupta)  
S. M. Gupta & Co.,  
Company Secretaries  
Membership Number: FCS-896  
C.P. No: 2053  
Place: KOLKATA  
Dated: 3<sup>rd</sup> August, 2016



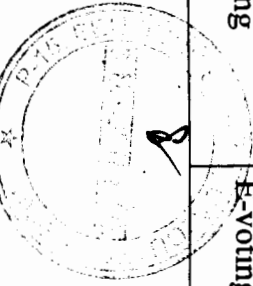
**(Annexure to the Scrutinizer's Report dated 3<sup>rd</sup> August 2016)**

A summary of the e-voting is given below:

		No. of valid votes (Shares)					
		Remote E-Voting		E-voting at the venue		Total Shares	
		Votes	%	Votes	%	Votes	%
<b>1</b>	<b>Number of votes cast for the Resolution no.1</b>						
	(i) Votes cast in favour of Resolution	835776906	99.99	236222	99.99	836013128	99.99
	(ii) Votes cast against Resolution	14	0.01	28	0.01	42	0.01
<b>Total Votes Cast</b>		835776920	100	236250	100	836013170	100
<b>No. of valid votes (Shares)</b>							
<b>2</b>	<b>Number of votes cast for the Resolution no.2</b>						
	(i) Votes cast in favour of Resolution	838201725	99.99	236206	99.98	838437931	99.99
	(ii) Votes cast against Resolution	252	0.01	44	0.02	296	0.01
<b>Total Votes Cast</b>		838201977	100	236250	100	838438227	100
<b>No. of valid votes (Shares)</b>							
<b>3</b>	<b>Number of votes cast for the Resolution no.3</b>						
	Remote E-Voting					Total Shares	



		Votes	%	Votes	%	Votes	%	
	(i)	Votes cast in favour of Resolution	831947107	99.25	266736	99.99	832213843	99.25
	(ii)	Votes cast against Resolution	6246928	0.75	28	0.01	6246956	0.75
		<b>Total Votes Cast</b>	838194035	100	266764	100	838460799	100
		<b>No. of valid votes (Shares)</b>						
<b>4</b>	Number of votes cast for the Resolution no.4		Remote E-Voting		E-voting at the venue		Total Shares	
	(i)	Votes cast in favour of Resolution	Votes	%	Votes	%	Votes	%
			831961858	99.26	264636	99.20	832226494	99.26
	(ii)	Votes cast against Resolution	6231802	0.74	2128	0.80	6233930	0.74
		<b>Total Votes Cast</b>	838193660	100	266764	100	838460424	100
		<b>No. of valid votes (Shares)</b>						
<b>5</b>	Number of votes cast for the Resolution no.5		Remote E-Voting		E-voting at the venue		Total Shares	
	(i)	Votes cast in favour of Resolution	Votes	%	Votes	%	Votes	%
			831969475	99.25	234122	99.10	832203597	99.25
	(ii)	Votes cast against Resolution	6255274	0.75	2128	0.90	6257402	0.75
		<b>Total Votes Cast</b>	838224749	100	236250	100	838460999	100
		<b>No. of valid votes (Shares)</b>						
<b>6</b>	Number of votes cast for the Resolution no.6		Remote E-Voting		E-voting at the venue		Total Shares	



		Votes	%	Votes	%	Votes	%
(i)	Votes cast in favour of Resolution	791174358	94.39	236222	99.99	791410580	94.39
	Votes cast against Resolution	47047228	5.61	28	0.01	47047256	5.61
<b>Total Votes Cast</b>		838221586	100	236250	100	838457836	100
<b>No. of valid votes (Shares)</b>							
7	Number of votes cast for the Resolution no.7	Remote E-Voting		E-voting at the venue		Total Shares	
		Votes	%	Votes	%	Votes	%
(i)	Votes cast in favour of Resolution	791165710	94.39	236222	99.99	791401932	94.39
(ii)	Votes cast against Resolution	47058479	5.61	28	0.01	47058507	5.61
<b>Total Votes Cast</b>		838224189	100	236250	100	838460439	100
<b>No. of valid votes (Shares)</b>							
8	Number of votes cast for the Resolution no.8	Remote E-Voting		E-voting at the venue		Total Shares	
		Votes	%	Votes	%	Votes	%
(i)	Votes cast in favour of Resolution	838223455	99.99	234122	99	838457577	99.99
(ii)	Votes cast against Resolution	1610	0.01	2128	1	3738	0.01
<b>Total Votes Cast</b>		838225065	100	236250	100	838461315	100

Accordingly all the eight Resolutions have been passed as Ordinary/Special Resolutions respectively with requisite majority.

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