



6th August, 2019

The Corporate Relationship
Department
Bombay Stock Exchange
Limited,
1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

The Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor,
Plot No.-C/1, 'G' Block,
Bandra- Kurla Complex,
Bandra (E)
Mumbai - 400051

Listing Department
The Calcutta Stock Exchange
Ltd.
7 Lyons Range,
Kolkata-700001

Dear Sirs,

**Sub: Submission of Electronic Voting Results at Annual General Meeting -
Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

The 95th Annual General Meeting (AGM) of the Company was held on Monday, 5th August, 2019 at Kalamandir, 48, Shakespeare Sarani, Kolkata -700017 and all the resolutions contained in the Notice dated 30th May, 2019 convening the meeting were voted upon electronically both by remote e-voting and also by tablets at the AGM venue.

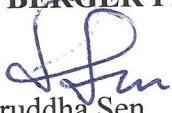
Mr. A.K. Labh, Practicing Company Secretary of M/s A.K. Labh & Co., Company Secretaries, holding Membership No.FCS-4848 and Certificate of Practice No. 3238, was the scrutinizer and has submitted his Report on the results of the aforesaid electronic voting to the Company Secretary.

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the voting results along with the Scrutinizer's Report.

The above information is for your record.

Thanking you.

Yours faithfully,
For BERGER PAINTS INDIA LIMITED


Aniruddha Sen
**Sr Vice President &
Company Secretary**

Encl.: a/a

BERGER PAINTS INDIA LIMITED

Berger House, 129, Park Street, Kolkata - 700 017, Phone : 2229 9724-28, 2229 6005-06, Fax : 91-33-2249 9009/9729, www.bergerpaints.com
CIN - L51434WB1923PLC004793, E-mail : consumerfeedback@bergerindia.com

Details of Agenda :

Resolution No. 1 - To adopt the Audited Financial Statement relating to the year ended 31st March 2019 and Auditors' report and Directors' Report thereon.

Resolution required (Ordinary / Special)

Ordinary Resolution

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 728319701 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	131898155 131898155 0 131898155	108167029 0 0 108167029	82.01 0.00 0.00 82.01	108167029 0 0 108167029	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public -Non Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	110911855 110911855 0 110911855	5596409 32060 0 5628469	5.05 0.00 0.00 5.07	5596176 31939 0 5628115	233 121 0 354	100.00 1.00 0.00 99.99	0.00 0.38 0.00 0.01
Total		971129711	842115199	86.72	842114845	354	100.00	0.00

Resolution No. 2 -To declare dividend

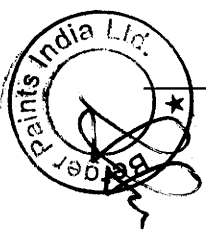
Resolution required (Ordinary / Special)

Ordinary Resolution

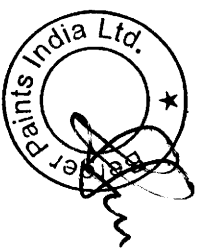
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 728319701 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00



Public - Institutions	E-Voting		108317029	82.12	108317029	0	100.00	0.00
	E-Voting at AGM Venue	131898155	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	131898155	108317029	82.12	108317029	0	100.00	0.00
Public -Non Institutions	E-Voting		5631424	5.08	5631284	140	100.00	0.00
	E-Voting at AGM Venue	110911855	32060	0.00	31939	121	1.00	0.38
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	110911855	5663484	5.11	5663223	261	100.00	0.00
Total		971129711	842300214	86.73	842299953	261	100.00	0.00



Resolution No. 3 -To re-appoint Mr. Rudip Singh Dhillara (DIN:00048406) as a Director.

Resolution required (Ordinary / Special)

Ordinary Resolution

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 0 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	131898155 131898155 0 131898155	107577897 0 0 107577897	81.56 0.00 0.00 81.56	105785931 0 0 105785931	1791966 0 0 1791966	98.33 0.00 0.00 98.33	1.67 0.00 0.00 1.67
Public -Non Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	110911855 110911855 0 110911855	5631424 32060 0 5663484	5.08 0.00 0.00 5.11	5561081 31944 0 5593025	70343 116 0 70459	98.75 1.00 0.00 98.76	1.25 0.36 0.00 1.24
Total		971129711	841561082	86.66	839698657	1862425	99.78	0.22

Resolution No. 4 -To re-appointment Mr. Gurbadhan Singh Dhillara (DIN :00048465) as a Director

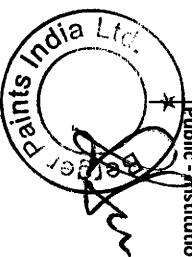
Resolution required (Ordinary/ Special)

Ordinary Resolution

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 0 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue	131898155 131898155	107577897 0	81.56 0.00	103486414 0	4091483 0	96.20 0.00	3.80 0.00



	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	131898155	107577897	81.56	103486414	4091483	96.20	3.80
Public -Non Institutions	E-Voting		5631424	5.08	5630145	1279	99.98	0.02
	E-Voting at AGM venue	110911855	32060	0.00	31944	116	1.00	0.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	110911855	5663484	5.11	5662089	1395	99.98	0.02
Total		971129711	841561082	86.66	837468204	4092878	99.51	0.49



Resolution No. 5: To re-appointment Mr. Naveesh Gupta (DIN:00028444) as a Non-Executive, Independent Director of the Company for the period 20th August, 2019 to 19th August, 2024.

Resolution required (Ordinary/ Special)

Special

Whether Promoter/ Promoter group are interested in

No

the agenda/ resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 0 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	131898155 0 0 131898155	107577897 0 0 107577897	81.56 0.00 0.00 81.56	106475912 0 0 106475912	1101985 0 0 1101985	98.98 0.00 0.00 98.98	1.02 0.00 0.00 1.02
Public -Non Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	110911855 0 0 110911855	5631424 32060 0 5663484	5.08 0.00 0.00 5.11	5543211 31943 0 5575154	88213 117 0 88330	98.43 1.00 0.00 98.44	1.57 0.36 0.00 1.56
Total		971129711	841561082	86.66	840370767	1190315	99.86	0.14

Resolution No. 6: To appointment Mr. Anoop Meen (DIN:00686289) as a Non-Executive, Independent Director of the Company for the period 1st February, 2019 to 31st January, 2024.

Resolution required (Ordinary/ Special)

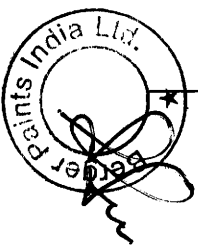
Ordinary

Whether Promoter/ Promoter group are interested in

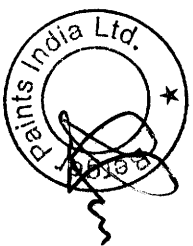
No

the agenda/ resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 0 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable)	131898155 0 0	107577897 0 0	81.56 0.00 0.00	107577897 0 0	0 0 0	100.00 0.00 0.00	0.00 0.00 0.00



Public-Non Institutions	Total	131898155	107577897	81.56	107577897	0	100.00	0.00
	E-Voting		5630508	5.08	5629949	559	99.99	0.01
	E-Voting at AGM venue	110911855	32060	0.00	31944	116	1.00	0.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	110911855	5662568	5.11	5661893	675	99.99	0.01
Total		971129711	841560166	86.66	841559491	675	100.00	0.00



Resolution No: 7-To appointment Mrs. Sonu Helen Bhasin (DIN:02672234) as a Non-executive Independent Director of the Company for the period 1st February,2019 to 31st January,2024

Resolution required (Ordinary/ Special)

Ordinary

Whether Promoter/ Promoter group are interested in

No

the agenda/ resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	728319701	728319701	100.00	728319701	0	100.00	0.00
	E-Voting at AGM venue	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	728319701	728319701	100.00	728319701	0	100.00	0.00
Public - Institutions	E-Voting	131898155	107577897	81.56	107577897	0	100.00	0.00
	E-Voting at AGM venue	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	131898155	107577897	81.56	107577897	0	100.00	0.00
Public -Non Institutions	E-Voting	110911855	5631424	5.08	5629834	1590	99.97	0.03
	E-Voting at AGM venue	0	32060	0.00	31944	116	1.00	0.36
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	110911855	5663484	5.11	5661778	1706	99.97	0.03
Total		971129711	841561082	86.66	841559376	1706	100.00	0.00

Resolution No: 8-To re-appointment Mr. Rishma Kaur (DIN:00043154) as a Whole Time Director designated) as Executive Director of the Company for the period of 5 years from 3rd August,2019 to

Resolution required (Ordinary/ Special)

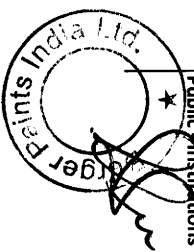
Ordinary

Whether Promoter/ Promoter group are interested in

No

the agenda/ resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	728319701	728319701	100.00	728319701	0	100.00	0.00
	E-Voting at AGM venue	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	728319701	728319701	100.00	728319701	0	100.00	0.00
Public Institutions	E-Voting	131898155	107577897	81.56	102591348	4986549	95.36	4.64
	E-Voting at AGM venue	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00



	Total	131898155	107577897	81.56	102591348	4986549	95.36	4.64
Public-Non Institutions	E-Voting		5631424	5.08	5560790	70634	98.75	1.25
	E-Voting at AGM venue	110911855	32060	0.00	31943	117	1.00	0.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	110911855	5663484	5.11	5592733	70751	98.75	1.25
Total		971129711	841561082	86.66	836503782	5057300	99.40	0.60



Resolution No : 9-To re-appointment Mr. Kanwarpal Singh Dhillon (DIN:02696670) as a Whole Time Director of the Company for the period of 5 years from 3rd August 2019 to 2nd

Resolution required (Ordinary/Special)

Ordinary

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 0 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	131898155 131898155 0 131898155	107577897 0 0 107577897	81.56 0.00 0.00 81.56	102591348 0 0 102591348	4986549 0 0 4986549	95.36 0.00 0.00 95.36	4.64 0.00 0.00 4.64
Public -Non Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	110911855 110911855 0 110911855	5631424 32060 0 5663484	5.08 0.00 0.00 5.11	5560650 31944 0 5592594	70774 116 0 70890	98.74 1.00 0.00 98.75	1.26 0.36 0.00 1.25
Total		971129711	841561082	86.66	836503643	5057439	99.40	0.60

Resolution No : 10-To ratify the remuneration payable to the Cost Auditors for the financial year 2019-2020.

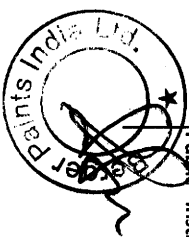
Resolution required (Ordinary/Special)

Ordinary

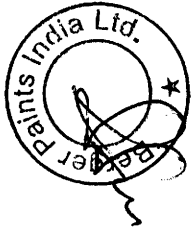
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting E-Voting at AGM venue Postal Ballot (if applicable) Total	728319701 0 0 728319701	728319701 0 0 728319701	100.00 0.00 0.00 100.00	728319701 0 0 728319701	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public - Institutions	E-Voting E-Voting at AGM venue Postal Ballot (if applicable)	131898155 131898155 0	108317029 0 0	82.12 0.00 0.00	108317029 0 0	0 0 0	100.00 0.00 0.00	0.00 0.00 0.00



	Total	131898155	108317029	82.12	108317029	0	100.00	0.00
Public-Non Institutions	E-Voting		5631249	5.08	5630855	394	99.99	0.01
	E-Voting at AGM venue	110911855	32060	0.00	31944	116	1.00	0.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	110911855	5663309	5.11	5662799	510	99.99	0.01
Total		971129711	842300039	86.73	842299529	510	100.00	0.00



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

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 95th 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 95th Annual General Meeting (AGM) of the members of “**Berger Paints India Limited**” (“Company”) held on Monday, 5th August, 2019 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, 2019. 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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 2nd August, 2019 up to 5.00 P.M. IST on Sunday, the 4th August, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 29th July, 2019 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice dated 30th May, 2019 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 Monday, the 5th August, 2019 around 1:40 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, West Bengal and Mr. Sanjay Sharma residing at 414, Belilious Road, South Howrah - 711101, West Bengal who are not in employment of the Company.
5. The combined result of the remote e-voting [**EVEN : 110885**] and votes casted through electronic means at the venue of the AGM are as under:



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

<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, 2019 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	287	842082906	
E-Voting at AGM Venue	120	31939	
Total	407	842114845	99.99996%

(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	233	
E-Voting at AGM Venue	6	121	
Total	9	354	0.00004%

(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. 1.90 (190%) per share on the paid up equity shares of Rs. 1/- each of the Company for the financial year ended 31st March, 2019

(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	296	842268014	
E-Voting at AGM Venue	120	31939	
Total	416	842299953	99.99997%

(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	140	
E-Voting at AGM Venue	6	121	
Total	7	261	0.00003%

(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:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	281	839666713	
E-Voting at AGM Venue	123	31944	
Total	404	839698657	99.77869%

(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	11	1862309	
E-Voting at AGM Venue	3	116	
Total	14	1862425	0.22131%

(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 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	271	837436260	
E-Voting at AGM Venue	123	31944	
Total	394	837468204	99.51366%

(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	21	4092762	
E-Voting at AGM Venue	3	116	
Total	24	4092878	0.48634%

(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**

Re-appointment of Mr. Naresh Gujral (DIN: 00028444) as a Non-Executive Independent Director of the Company for a second term with effect from 20th August, 2019 upto 19th August, 2024

(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	269	840338824	
E-Voting at AGM Venue	122	31943	
Total	391	840370767	99.85856%

(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	23	1190198	
E-Voting at AGM Venue	4	117	
Total	27	1190315	0.14144%

(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



**f) Resolution 6 : Ordinary Resolution**

Appointment of Mr. Anoop Hoon (DIN: 00686289) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st February, 2019 to 31st January, 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	281	841527547	
E-Voting at AGM Venue	123	31944	
Total	404	841559491	99.99992%

(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	9	559	
E-Voting at AGM Venue	3	116	
Total	12	675	0.00008%

(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**

Appointment of Mrs. Sonu Halan Bhasin (DIN: 02878434) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st February, 2019 to 31st January, 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	282	841527432	
E-Voting at AGM Venue	123	31944	
Total	405	841559376	99.99980%

(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	10	1590	
E-Voting at AGM Venue	3	116	
Total	13	1706	0.00020%

(iii) Invalid Votes:

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



**h) Resolution 8 : Ordinary Resolution**

Re-appointment of Ms. Rishma Kaur (DIN: 00043154) as a Whole Time Director designated as Executive Director of the Company for a period of 5 years with effect from 3rd August, 2019 to 2nd August, 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	269	836471839	
E-Voting at AGM Venue	122	31943	
Total	391	836503782	99.39906%

(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	23	5057183	
E-Voting at AGM Venue	4	117	
Total	27	5057300	0.60094%

(iii) Invalid Votes:

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



**i) Resolution 9 : Ordinary Resolution**

Re-appointment of Mr. Kanwardip Singh Dhingra (DIN: 02696670) as a Whole Time Director designated as Executive Director of the Company for a period of 5 years with effect from 3rd August, 2019 to 2nd August, 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	268	836471699	
E-Voting at AGM Venue	123	31944	
Total	391	836503643	99.39904%

(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	24	5057323	
E-Voting at AGM Venue	3	116	
Total	27	5057439	0.60096%

(iii) Invalid Votes:

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



**j) Resolution 10 : 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 2019-2020

(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	290	842267585	
E-Voting at AGM Venue	123	31944	
Total	413	842299529	99.99994%

(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	394	
E-Voting at AGM Venue	3	116	
Total	9	510	0.00006%

(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



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

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: 05.08.2019



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness:

1. *Dasgupta*

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road
Behala, Kolkata - 700060

2. *Sanjay Sharma*

(Sanjay Sharma)
414, Belilious Road
South Howrah - 711101



Received the Report of the Scrutinizer
For Berger Paints India Limited

(Aniruddha Sen)
Sr. Vice President &
Company Secretary

