

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising 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

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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 101st Annual General Meeting of
Berger Paints India Limited
Berger House, 129, Park Street,
Kolkata – 700 017

Dear Sir,

I, Atul Kumar Labh, Practising 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 101st Annual General Meeting ("AGM") of the members of "*Berger Paints India Limited*" ("*Company*") held on Tuesday, the 12th day of August, 2025 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 14th day of May, 2025. My responsibility as a scrutinizer for remote e-voting and e-voting at 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



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Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Saturday, the 9th day of August, 2025 up to 5:00 P.M. IST on Monday, the 11th day of August, 2025.
2. The shareholders holding shares as on the "cut off" date, i.e. Tuesday the 5th day of August, 2025 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the AGM dated the 14th day of May, 2025.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 12th day of August, 2025 around 2:05 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No 6, 3rd Floor, 27, Ital Gacha Road, Kolkata – 700 079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700 060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 134384] are as under:

<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

The audited financial statements (including the audited consolidated financial statements) for the financial year ended 31st March, 2025, the Report of the Board of Directors along with relevant Annexures and that of the Statutory Auditors.



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(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	729	1,04,90,08,153	
E-voting at AGM	13	178	
Total	742	1,04,90,08,331	99.9867

(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	1,39,278	
E-voting at AGM	0	0	
Total	16	1,39,278	0.0133

(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

Declaration and payment of dividend of Rs. 3.80 (380%) per equity share of the face value of Re. 1/- each fully paid up.

(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



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Remote e-voting	737	1,04,95,11,746	
E-voting at AGM	13	178	
Total	750	1,04,95,11,924	99.9982

(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	10	19,344	
E-voting at AGM	0	0	
Total	10	19,344	0.0018

(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

c) Resolution 3 : Ordinary Resolution

Appointment of Ms Rishma Kaur (DIN : 00043154), Director of the Company, who retires by rotation at this meeting and being eligible, offers herself 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	684	1,04,82,41,114	
E-voting at AGM	13	178	



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Total	697	1,04,82,41,292	99.8980
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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	62	10,70,468	
E-voting at AGM	0	0	
Total	62	10,70,468	0.1020

(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

Appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company from the conclusion of the 101st Annual General Meeting of the Company to hold such office for a period of 5 (five) consecutive years till the conclusion of the 106th Annual General Meeting 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
Remote e-voting	717	1,04,86,87,489	
E-voting at AGM	13	178	
Total	730	1,04,86,87,667	99.9405



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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	29	6,24,078	
E-voting at AGM	0	0	
Total	29	6,24,078	0.0595

(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 : Ordinary Resolution

Appointment of Mr. Anjan Kumar Roy, Proprietor (FCS-5684) of M/s Anjan Kumar Roy & Co., Company Secretaries (Firm Unique Code/ Firm Registration No.: S2002WB051400), (Peer Review Certificate No.: 869/2020), be and is hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years from financial year 2025-2026 to financial year 2029-2030.

(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	721	1,04,91,72,400	
E-voting at AGM	13	178	



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Total	734	1,04,91,72,578	99.9867
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(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	25	1,39,182	
E-voting at AGM	0	0	
Total	25	1,39,182	0.0133

(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 : Special Resolution

Maintenance of the Register of Members and copies of Annual Returns in terms of Sections 88 and 92 of the Companies Act, 2013 respectively at the Office of the Registrar and Transfer Agent of the Company, namely 'CB Management Services (P) Limited' at 'Rasoi Court, 5th Floor, 20, R. N. Mukherjee Road, Kolkata - 700 001, West Bengal' and keeping the same available for inspection to the Members of the Company in terms of the provisions of Section 94 of the said Act and rules related thereto.

(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	728	1,04,92,90,690	
E-voting at AGM	13	178	



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Total	741	1,04,92,90,868	99.9980
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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	18	20,892	
E-voting at AGM	0	0	
Total	18	20,892	0.0020

(iii) *Invalid Votes:*

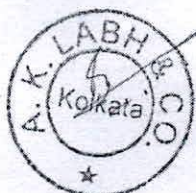
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

g) Resolution 7: Special Resolution

Payment of remuneration by way of commission within the overall limit of / not exceeding the limit of 1% of the Net Profits of the Company during the financial year 2025-2026, computed in the manner prescribed under Section 198 of the Act, to Ms Rishma Kaur, (DIN: 00043154), Non-Executive, Non-Independent Chairman of the Company, which may exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company, during the financial year 2025-2026.

(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	628	98,38,62,525	
E-voting at AGM	13	178	



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Total	641	98,38,62,703	93.7643
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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	117	6,54,30,379	
E-voting at AGM	0	0	
Total	117	6,54,30,379	6.2357

(iii) Invalid Votes:

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

h) Resolution 8 : Special Resolution

Payment of remuneration by way of commission within the overall limit of / not exceeding the limit of 1% of the Net Profits of the Company during the financial year 2025-2026, computed in the manner prescribed under Section 198 of the Act, to Mr. Kanwardip Singh Dhingra, (DIN: 02696670), Non-Executive, Non-Independent Vice Chairman of the Company, which may exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company during the financial year 2025-2026.

(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	626	98,38,62,119	
E-voting at AGM	13	178	



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Total	639	98,38,62,297	93.7643
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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	119	6,54,30,785	
E-voting at AGM	0	0	
Total	119	6,54,30,785	6.2357

(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

Ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2026.

(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	725	1,04,92,91,010	
E-voting at AGM	13	178	
Total	738	1,04,92,91,188	99.9980



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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	22	20,575	
E-voting at AGM	0	0	
Total	22	20,575	0.0020

(iii) Invalid Votes:

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

7. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company

8. The electronic e-voting registers and other documents related thereto are returned herewith for your safe custody.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Proprietor

FCS - 4848 / CP No. - 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848G000991086

Place : Kolkata

Dated : 12.08.2025



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* Witness:

1.

Rohit Kumar

(Rohit Kumar)

Basundhara Apartment

Flat No 6, 3rd Floor

27, Ital Gacha Road

Kolkata - 700 079

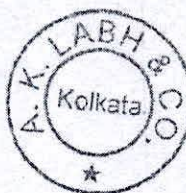
2.

Anushree Dasgupta

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala

Kolkata - 700060



Received the Report of the Scrutinizer

For Berger Paints India Limited

Arunito Ganguly

(Arunito Ganguly)

Vice President & Company Secretary

FCS : 9285

