



Ref.STOCK.EXG/AS/2014

27th August, 2014

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 – 400 051

Dear Sir,

Enclosed please find a copy of the Proceedings of the Annual General Meeting of the Shareholders of Berger Paints India Limited held on 1st August, 2014 for your records.

Thanking you,

Yours faithfully,
For BERGER PAINTS INDIA LIMITED

A handwritten signature in black ink, appearing to read "Aniruddha Sen".

**ANIRUDDHA SEN
SR. VICE PRESIDENT
& COMPANY SECRETARY**

Encl: as above

6-4
25/08/14



BERGER PAINTS INDIA LIMITED

The Proceedings of the 90th Annual General Meeting of the Shareholders held :

AT : KALAMANDIR
48 SHAKESPEARE SARANI
KOLKATA - 700 017

ON : FRIDAY, 1st AUGUST, 2014

AT : 11.00 A.M.

IN ATTENDANCE:

MR. KULDIP SINGH DHINGRA (In the Chair and Member)

MR. GURBACHAN SINGH DHINGRA (Vice Chairman and Member)

MR. ABHIJIT ROY (Managing Director and Member)

MR. ANIL BHALLA (Chairman – Audit Committee and Member)

MR. GERALD KENNETH ADAMS (Director)

MR. SUBIR BOSE (Director and Member)

MR. GURCHARAN DAS (Director)

MR. SRIJIT DASGUPTA (Director & Chief Financial Officer and Member)

MR. PULAK PRASAD (Director)

MR. ANIRUDDHA SEN (Sr.Vice-President & Company Secretary and Member)

MEMBERS PRESENT THROUH
AUTHORISED REPRESENTATIVES

5

MEMBERS PRESENT
IN PERSON

455

MEMBERS PRESENT
BY PROXY

22

CERTIFIED TRUE COPY
BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

**INTRODUCTION:**

Mr. K. S. Dhingra, Chairman of the Board of Directors of the Company took the Chair in accordance with Article 82 of the Company's Articles of Association.

The quorum being present, the Chairman called the meeting to order and extended a welcome to the members.

The Chairman then introduced the Directors present to the members.

NOTICE OF THE MEETING:

The Chairman, with the permission of the Members, took the Notice convening the meeting as read.

THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING U/S 170 OF THE COMPANIES ACT, 2013:

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, maintained pursuant to Section 170 of the Companies Act, 2013 was produced and kept open and accessible throughout the meeting.

AUDITORS' REPORT

The Chairman addressed the shareholders and read out the Chairman's speech. Thereafter, he mentioned that in terms of Section 146 of the Companies Act, 2013, the auditor's representative was attending this meeting but since there was no qualification in the Report, in terms of Section 145 of the Act, it was not required to be read at the Meeting.

The Chairman requested the Members for their comments and queries, if any, on the Annual Report.

Thereafter, the members expressed their views on the financials of the Company. Messrs Asit Ranjan Basu, Arup Kumar Das, Goutam Nandy, T.P. Goyal, Sarbananda Gattani, Kashmir Lal Mallik, Anindya Sunder Roy, Feroz Tandon, Bijnan Singh Srimal and Krishnendu Das, all Members,

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BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN

CHIEF EXECUTIVE OFFICER & COMPANY SECRETARY

congratulated the management for the results and sought clarifications on the Directors' Report and Accounts. At the request of the Chairman, the Managing Director gave the necessary clarifications and explanations.

The Chairman thereafter mentioned that in terms of section 108 of the Companies Act, 2013 read with Rule 20 of Cos. (Management & Administration) Rules, 2014, pursuant to Clause 35B of the Listing Agreement with Stock Exchanges and in terms of the Notice dated 30th May 2014, the Company had conducted electronic voting which was duly completed on 25th July, 2014. The Chairman further informed that pursuant to the provisions of the law, the relevant rules and the notifications issued thereunder, it was not required to conduct a vote at the meeting and the electronic voting was conducted strictly in terms of the law and Mr S M Gupta, a practising Company Secretary (Membership No. – FCS 896) was appointed as the scrutinizer for this purpose. Mr Gupta had, in accordance with law, submitted his report to the Chairman. Thereafter, the Chairman requested the Company Secretary to read out the results of the e-voting which he did as under :-

a) Resolution 1:

Adoption of Statement of Profit and Loss, Balance Sheet, Report of Directors and Auditors for the year ended 31.03.2014

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the Audited Statement of Profit and Loss for the year ended 31st March, 2014, the Reports of the Directors and the Auditors be and are hereby received, considered and adopted.”

i. Votes in favour of the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
157	300026946	99.99

ii. Votes against the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2	50	0.01

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

The Chairman therefore declared that the resolution was carried.

b) **Resolution 2**

Declaration of Dividend on Equity Shares of the Company for the financial year 2013-2014

"RESOLVED THAT a dividend of Rs 2.20 per share (110%) on the paid up Ordinary (Equity) Shares of Rs.2/- each of the Company for the year ended 31st March, 2014, be and is hereby declared to be paid to the Members of the Company whose names appear in the Register of Members of the Company as on 1st August, 2014 or to their mandates, for the year ended on 31st March, 2014."

i. **Votes in favour** of the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
160	300355381	99.99

ii. **Votes against** the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
1	15	0.01

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

The Chairman therefore declared that the resolution was carried.

c) **Resolution 3**

Re-appointment of Mr. Kuldip Singh Dhingra as a Director of the Company

"RESOLVED THAT Mr. Kuldip Singh Dhingra, Director, (DIN No. – 00048406) who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed a Director of the Company."

i. **Votes in favour** of the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
152	299382001	99.68

ii. **Votes against** the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
8	973395	0.32

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

The Chairman therefore declared that the resolution was carried.

d) **Resolution 4 - Appointment of Auditors**

“RESOLVED THAT Messrs Lovelock & Lewes, retiring auditors, having offered their services and being eligible under Section 141 of the Companies Act, 2013, be and are hereby appointed Auditors of the Company to hold office until conclusion of the next Annual General Meeting and the Board of Directors be and are hereby authorised to fix their remuneration.”

i. **Votes in favour** of the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
144	298837215	99.79

ii. **Votes against** the resolution:

Number of members who voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	619390	0.21

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

The Chairman therefore declared that the resolution was carried.



There being no other business, the Chairman declared the meeting as closed.

Sd.
K. S. DHINGRA
CHAIRMAN

Handwritten signature of K. S. Dhingra over a stamp that reads 'K. S. DHINGRA' and 'CHAIRMAN'.