



STOCK. EXG/ AG/ 2024-25

18<sup>th</sup> September, 2024

The Corporate Relationship  
Department  
BSE Limited,  
1<sup>st</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

The Listing Department  
National Stock Exchange of  
India Limited  
Exchange Plaza, 5<sup>th</sup> 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

Scrip Code: 509480

Scrip Code: BERGEPAIN

Scrip Code : 12529

Dear Sir / Madam,

**Subject: Proceedings of the Special Resolution passed by way of Postal Ballot by the Shareholders of Berger Paints India Limited on 17<sup>th</sup> September, 2024**

**Ref: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ["Listing Regulations"]**

In continuation to our letter dated 9<sup>th</sup> August, 2024, titled 'Postal Ballot Notice' please find enclosed:

Particulars	Annexure
1. Summary of the proceedings of the postal ballot in connection with Special Resolution approved by the Shareholders of the Company on 17 <sup>th</sup> September, 2024.	I
2. Scrutinizer's Report dated 18 <sup>th</sup> September, 2024 on remote e-voting on Postal Ballot.	II

The Special Resolution in the Postal Ballot Notice dated 9<sup>th</sup> August, 2024 has been deemed to be approved and passed on 17<sup>th</sup> September, 2024 which was the last date of remote e-voting.

Kindly take this communication on record.

Thanking you.

Yours faithfully,  
For **BERGER PAINTS INDIA LIMITED**

  
**Arunto Ganguly**  
Vice President & Company Secretary

Encl.: as above

**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



## Annexure I

### **SUMMARY OF THE PROCEEDINGS OF THE POSTAL BALLOT IN CONNECTION WITH SPECIAL RESOLUTION APPROVED BY THE SHAREHOLDERS OF BERGER PAINTS INDIA LIMITED ON 17<sup>TH</sup> SEPTEMBER, 2024**

The Board of Directors of the Company, vide resolution passed on 9<sup>th</sup> August, 2024, decided to obtain consent of the Members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars as issued by the Ministry of Corporate Affairs from time-to-time, in respect of the Special Resolution for '*Amendment in Berger Paints India Limited Employee Stock Option Plan 2016*'

The Postal Ballot Notices were sent to the Members whose names appeared on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company had on 16<sup>th</sup> August, 2024 completed the dispatch of the Postal Ballot Notice. Members whose names appeared on the Register of Members / List of Beneficial Owners as on Friday, 9<sup>th</sup> August, 2024 i.e. the cut-off date, were eligible for the purpose of voting.

The Company had made arrangements for e-voting and availed the services of National Securities Depository Limited (NSDL) to provide the facility to the Members for e-voting. Members whose names appeared on the Register of Members / List of Beneficial Owners as on Friday, 9<sup>th</sup> August, 2024 i.e. the cut-off date, were considered eligible for the purpose of voting. In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Postal Ballot Notice took place through remote e-voting only and no physical ballot was used. The voting period commenced on Monday, 19<sup>th</sup> August, 2024 at 9.00 a.m. and ended on Tuesday, 17<sup>th</sup> September, 2024 at 5.00 p.m. (inclusive of both the days). The e-voting module was disabled by NSDL at 5.00 p.m. on 17<sup>th</sup> September, 2024.

The Company had appointed Mr Atul Kumar Labh (FCS -4848/CP-3238), Practicing Company Secretary of M/s A.K. Labh & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer submitted his report to the Company Secretary after completion of e-voting process.



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The details as summarized by the Scrutinizer in his report are as follows :

Particulars of Resolution	Type of Resolution	(E-Voting)					Whether resolution passed or rejected
		No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	
Amendment in Berger Paints India Limited Employee Stock Option Plan 2016	Special Resolution	972994581	886631697	86362884	91.1240%	8.8760%	Passed

The resolution was passed with requisite majority.

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# 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

e-mail : [aklabh@aklabh.com](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://www.aklabh.com)

## SCRUTINIZER'S REPORT

To

**The Board of Directors  
Berger Paints India Limited  
Berger House  
129, Park Street  
Kolkata - 700 017**

*Dear Sir,*

- (1) We have been appointed as Scrutinizer by the Company in connection with Postal Ballot conducted in terms of MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31st December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021, MCA Circular No. 3/2022 dated 5th May, 2022, MCA Circular No. 11/2022 dated 28th December, 2022 and MCA Circular No. 09/2023 dated 25th September, 2023 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting process through remote e-voting ("e-voting") in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 9th August, 2024.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolution contained in the Notice of Postal Ballot dated 9th August, 2024. Our responsibility as a scrutinizer for the voting process through e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide e-voting facility.
- (3) We submit our report as under:
  - (a) The Company has completed dispatch of the Notice of Postal Ballot through electronic mode on 16th August, 2024 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 9th August, 2024.
  - (b) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
  - (c) The e-voting period remained open from 09:00 A.M. IST on Monday, 19th August, 2024 up to 5:00 P.M. IST on Tuesday, 17th September, 2024.



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

Website : [www.aklabh.com](http://www.aklabh.com)

- (d) The shareholders holding shares as on the “cut off” date, i.e. Friday, 9th August, 2024 were entitled to vote on the proposed resolution as mentioned in the Notice of Postal Ballot dated 9th August, 2024.
- (e) The result of the e-voting was downloaded after 5:00 p.m. on Tuesday, 17th September, 2024 from NSDL website providing the platform for e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and were unblocked in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, and has been included in our report.
- (f) The summary of the votes casted through e-voting (**EVEN: 129791**) is as follows :-

## SPECIAL BUSINESS:

### Special Resolution

**Amendment in “Berger Paints India Limited Employee Stock Option Plan 2016” (“BPIL ESOP 2016”/ “Plan”)**

(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	1922	886631697	91.1240%

(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	389	86362884	8.8760%

(iii) Invalid Votes:

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



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4. The proposed resolution has therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of Postal Ballot through e-voting.
6. The electronic data and e-voting registers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of Postal Ballot through e-voting.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Practising Company Secretary

FCS – 4848 / CP No. – 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848F001238894

Place : Kolkata

Dated : 18-09-2024



# A. K. LABH

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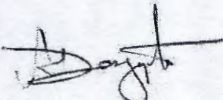
Website : [www.aklabh.com](http://www.aklabh.com)

Witness:

1. Rohit Kumar

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3<sup>rd</sup> Floor  
1 No. Airport, North 24 Parganas  
Kolkata - 700079

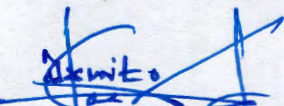
2. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala  
Kolkata - 700060



Received the Report of the Scrutinizer  
For Berger Paints India Limited



(Arunito Ganguly)  
Vice President & Company Secretary  
FCS 9285

