



STOCK. EXG/ AG/ 2022-23

26th August, 2022

The Corporate Relationship
Department
BSE 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.

Scrip Code : 509480

Scrip Code: BERGEPAINT Scrip Code : 12529

Dear Sir/Madam,

Subject: Proceedings of the 98th Annual General Meeting of Berger Paints India Limited

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

This is to inform you that the 98th Annual General Meeting (AGM) of Berger Paints India Limited ("Company") was held on Friday, 26th August, 2022, at 11.00 a.m (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. This is in compliance with the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022 respectively, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI") and relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ["SEBI Listing Regulations"].

In this regard, please find enclosed proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations.

We request you to take the same on record.

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


Apurito 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



PROCEEDINGS OF THE 98TH ANNUAL GENERAL MEETING

The 98th Annual General Meeting (AGM) of the Company was held on Friday, 26th August, 2022, through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in accordance with the MCA Circulars and relevant circulars issued by the SEBI, from time to time and applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The meeting commenced at 11 a.m (IST) and concluded at 1.40 p.m. (IST) [including the time allowed for e-voting at AGM].

Mr. Arunito Ganguly, Vice President & Company Secretary, welcomed the Members attending the AGM and briefed about the guidelines to be followed during the Meeting for shareholders and registered speakers. Mr. Kuldip Singh Dhingra, Chairman of the Board of Directors of the Company, greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman called the Meeting to order. Thereafter, he introduced other Directors who joined the Meeting from various locations. All Directors, including the respective Chairperson / Chairman of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee etc., were also present at the AGM.

The representative of M/s. S.R. Batliboi & Co. LLP, Statutory Auditors, Mr. Anjan Kumar Roy, Secretarial Auditor and Mr A.K Labh of M/s A.K. Labh & Co., Company Secretaries, being the scrutinizer were also present at the Meeting.

Total 163 Members attended the AGM as per the records of the attendance.

Thereafter, the Notice dated 26th May, 2022 convening the 98th AGM (the "Notice") was taken as read with the consent of the Members present. The Chairman informed that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice had been kept open for electronic inspection by the Members through the link provided on NSDL's e-voting platform. The Chairman mentioned that there were no qualifications, observations or other remarks made by the Auditors in their Report on the Financial Statements (both Standalone and Consolidated) or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended on 31st March, 2022 which may have any adverse effect on the functioning of the Company. Hence, the Auditors' Report on the Financial Statements and the Secretarial Audit Report were not required to be read.

The Chairman then continued delivering his speech to the Shareholders of the Company which included highlights on business performance, financials, outlook, etc.

Thereafter, the resolutions were tabled at the Meeting by the Chairman and he explained the objectives and implications of each item of businesses except for those in which he was interested which was taken up by the Managing Director & CEO on Chairman's request for consideration by the Shareholders. The Chairman invited the Shareholders who had registered themselves as Speakers and were attending the Meeting through VC or OAVM, to put forward their queries / feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended on 31st March, 2022 and /or on the Agenda Items as contained in the Notice. 20 speakers expressed their feedback, queries and suggestions and thereafter, the



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Chairman requested Mr Abhijit Roy (Mr Roy), Managing Director & CEO to respond to the queries raised by the Members and Mr. Roy accordingly provided clarifications to their queries.

The Chairman informed the Members that the Company had availed the services of NSDL to provide remote e-voting facility to the Shareholders in compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, which commenced on Tuesday, 23rd August, 2022 (9:00 A.M.) (IST) and ended on Thursday, 25th August, 2022(5:00 P.M.)(IST) and the facility of e-voting during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses transacted at the Meeting. The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cutoff' date i.e., Friday, 19th August, 2022. Mr A. K. Labh (FCS-4848/CP-3238) of M/s A. K. Labh & Co., Company Secretaries was appointed as the Scrutiniser to scrutinise the remote e-voting process as well as voting by Members (who have not cast their vote through remote e-voting) participating at the AGM through VC or OAVM as on the date of AGM in a fair and transparent manner. Thereafter, the following businesses as set out in the Notice dated 26th May, 2022 convening the AGM were transacted:

Sr. No.	Details of the Resolution	Type of Resolution
1.	Approval of Audited financial statements (including the audited consolidated financial statements) for the financial year ended 31st March, 2022, the report of the Board of Directors along with relevant Annexures and the Statutory Auditors.	Ordinary
2.	Declaration of Dividend on equity shares of the Company for the financial year ended on 31 st March, 2022.	Ordinary
3.	Re-appointment of Mr Kuldip Singh Dhingra (DIN-00048406) as a Director of the Company.	Special
4.	Re-appointment of Mr Gurbachan Singh Dhingra (DIN-00048465) as a Director of the Company.	Ordinary
5.	Approval for continuation of Directorship of Mr Naresh Gujral (DIN-00028444) pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).	Special
6.	Ratification of remuneration payable to the Cost Auditors of the Company for the financial year 2022-23 pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.	Ordinary



BERGER PAINTS INDIA LIMITED

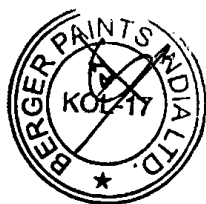
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The Chairman informed the Members that the consolidated e-voting results will be declared as per the details given in the Notice and concluded the proceedings of the Meeting after thanking the Directors and the Members joining the Meeting.

The Meeting was concluded with a vote of thanks to the Chair. The e-voting facility was kept open for the next 15 minutes to enable the eligible Members to cast their votes.

The Scrutinizer's Report (marked as Annexure-I) was received on 26th August, 2022 and as set out therein, all the Resolutions have been passed with the requisite majority. Based on the Scrutinizer's Report, Mr Arunito Ganguly, Vice President and Company Secretary signed the consolidated voting results and declared that all the aforesaid businesses as contained in the Notice dated 26th May, 2022 convening the 98th AGM were duly approved with requisite majority by the Members of the Company through remote e-voting and e-voting conducted during the AGM.



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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

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Mobile : 98300-55689

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

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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 98th 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 98th Annual General Meeting (“AGM”) of the members of “*Berger Paints India Limited*” (“Company”) held on Friday, the 26th day of August, 2022 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 and 02/2022 dated 5th May, 2022 (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 26th day of May, 2022. 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 Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



A. K. LABH

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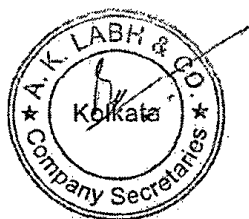
Mobile : 98300-55689

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 09:00 A.M. IST on Tuesday, the 23rd day of August, 2022 up to 5:00 P.M. IST on Thursday, the 25th day of August, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 19th day of August, 2022 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the AGM dated the 26th day of May, 2022.
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 Friday, the 26th day of August, 2022 around 01:50 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, 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 : 120529] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

Approval of Audited financial statements (including the audited consolidated financial statements) for the financial year ended 31st March, 2022, the report of the Board of Directors along with relevant Annexures and that of the Statutory Auditors

(i) Voted in favour of the Resolution:

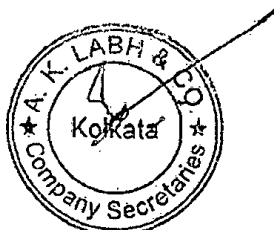
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1830	847745124	
E-voting at AGM	11	34584	
Total	1841	847779708	99.9999%

(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	12	503	
E-voting at AGM	0	0	
Total	12	503	0.0001%

(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



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b) Resolution 2 : Ordinary Resolution

Payment of Dividend for the financial year ended 31st March, 2022

(i) Voted in favour of the Resolution:

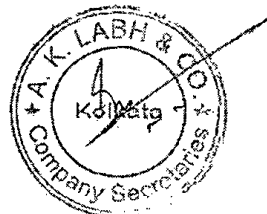
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1832	847935059	
E-voting at AGM	11	34584	
Total	1843	847969643	99.9999%

(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	15	638	
E-voting at AGM	0	0	
Total	15	638	0.0001%

(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



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c) Resolution 3 : Special Resolution

Re-appointment of Mr. Kuldip Singh Dhingra (DIN: 00048406), as a Director 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	1535	804849210	
E-voting at AGM	11	34584	
Total	1546	804883794	97.7812%

(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	301	18264209	
E-voting at AGM	0	0	
Total	301	18264209	2.2188%

(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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d) Resolution 4 : Ordinary Resolution

Re-appointment of Mr. Gurbachan Singh Dhingra (DIN: 00048465), as a Director of the Company

(i) Voted *in favour* of the Resolution:

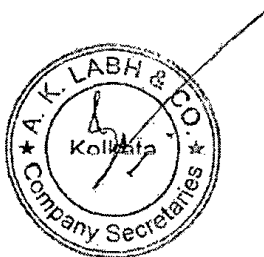
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1511	803990097	
E-voting at AGM	11	34584	
Total	1522	804024681	97.6887%

(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	319	19023224	
E-voting at AGM	0	0	
Total	319	19023224	2.3113%

(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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 SPECIAL BUSINESS:

e) Resolution 5 : Special Resolution

Approval for continuation of Directorship of Mr. Naresh Gujral (DIN: 00028444) pursuant to Regulations 17(1A) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(i) Voted in favour of the Resolution:

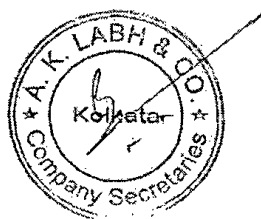
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1407	797479844	
E-voting at AGM	11	34584	
Total	1418	797514428	94.0683%

(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	430	50288916	
E-voting at AGM	0	0	
Total	430	50288916	5.9317%

(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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f) Resolution 6 : Ordinary Resolution

Ratification of remuneration to be paid to the Cost Auditors of the Company for the financial year 2022-23

(i) Voted in favour of the Resolution:

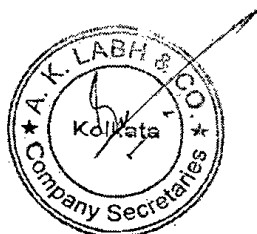
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1777	846647942	
E-voting at AGM	11	34584	
Total	1788	846682526	99.8522%

(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	56	1253203	
E-voting at AGM	0	0	
Total	56	1253203	0.1478%

(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



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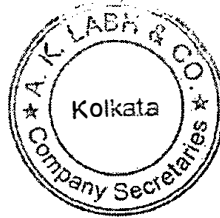
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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this 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)
Practising Company Secretary
FCS : 4848 / CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848D000856644

Place : Kolkata
Dated : 26-08-2022



ACCREDITED



A. K. LABH

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



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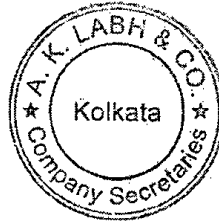
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness:

1. 

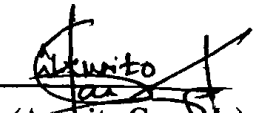
(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102



2. 

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

Received the Report of the Scrutinizer
For Berger Paints India Limited



(Aruhito Ganguly)
Vice President & Company Secretary
FCS 9285

