

**BERGER PAINTS INDIA LIMITED**

The Proceedings of the 89th Annual General Meeting of the Shareholders held :

AT : KALAMANDIR
48 SHAKESPEARE SARANI
KOLKATA - 700 017

ON : THURSDAY, 2nd AUGUST, 2013

AT : 11.00 A.M.

IN ATTENDANCE:

MR. KULDIP SINGH DHINGRA (In the Chair)
MR. GURBACHAN SINGH DHINGRA (Vice Chairman)
MR. ABHIJIT ROY (Managing Director)
MR. ANIL BHALLA (Chairman – Audit Committee)
MR SUBIR BOSE (Director)
MR. GERALD KENNETH ADAMS (Director)
MR. GURCHARAN DAS (Director)
MR SRIJIT DASGUPTA (Director and Chief Financial Officer)
MR PULAK PRASAD (Director)
MR. ANIRUDDHA SEN (Sr.Vice - President & Company Secretary)

MEMBERS PRESENT BY
AUTHORISED REPRESENTATIVES 7

MEMBERS PRESENT
IN PERSON 331

MEMBERS PRESENT
BY PROXY 48

CERTIFIED TRUE COPY
BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

BERGER PAINTS INDIA LIMITED

**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.

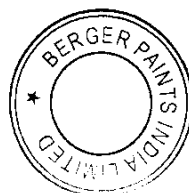
THE REGISTER OF DIRECTORS' SHAREHOLDING U/S 307 OF THE COMPANIES ACT, 1956:

The Register of Directors' Shareholding maintained pursuant to Section 307 of the Companies Act, 1956 was produced and kept open and accessible throughout the meeting.

AUDITORS' REPORT

The Chairman addressed the shareholders and apprised them of the performance of the Company and the future outlook of the industry. Thereafter, he requested Mrs. Indrani Chakraborty of Lovelock & Lewes, the Auditors to read out the Auditors' Report on the Balance Sheet of the Company as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date annexed thereto, which she did.

Thereafter, the Chairman took up the business of the meeting.





ADOPTION OF THE ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2013 :

The Directors' Report, Annual Report and Accounts having been circulated previously to the Members, the Chairman said he would, with their permission, take them as read.

ITEM NO. 1

The following resolution was proposed by Mr. K. S. Dhingra (Folio No. IN30088814157143) and seconded by Mr. Satya Narayan Pal (Folio No. 1203940000068893) as an ordinary resolution :-

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and the Audited Statement of Profit and Loss Accounts for the year ended 31st March, 2013, the Reports of the Directors' and the Auditors' be and are hereby received, considered and adopted."

Before asking the members to vote on this resolution, the Chairman requested the members for their comments and queries, if any.

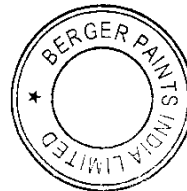
Messrs Kashmir Lal Mallik, Satya Narayan Pal, Arabinda Basu, Nitish Chandra Majumder and Anindya Sunder Roy congratulated the management for the results and sought clarifications on the Directors' Report and Accounts. At the request of the Chairman, the Managing Director gave the necessary clarifications and explanations.

The Chairman then put the resolution to vote and the resolution was carried unanimously.

PAYMENT OF DIVIDEND FOR THE YEAR ENDED ON 31ST MARCH, 2013 :

ITEM NO. 2

The following resolution was proposed by Mr. Kashmir Lal Mallik ((Folio No. 1202650100002667) and seconded by Mr Arabinda Basu (Folio No. IN30044110745793) as an ordinary resolution :-





"RESOLVED THAT a dividend of Re 1.80 per share (90%) on the paid up Ordinary (Equity) Shares of Rs.2/- each of the Company for the year ended 31st March, 2013, 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 2nd August, 2013 or to their mandates, for the year ended on 31st March, 2013."

The Chairman then put the resolution to vote and the resolution was carried unanimously.

RE-APPOINTMENT OF MR. KAMAL RANJAN DAS :

ITEM NO. 3

The following resolution was proposed by Mr. Anindya Sunder Roy (Folio No.1203450000668221) and seconded by Mr. Sanjoy Banerjee (IN30220110105198) as an ordinary resolution :-

"RESOLVED THAT Mr. Kamal Ranjan Das, Director of the Company, 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."

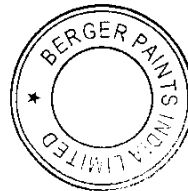
The Chairman then put the resolution to vote and the resolution was carried unanimously.

RE-APPOINTMENT OF MR PULAK CHANDAN PRASAD :

ITEM NO. 4

The following resolution was proposed by Mr. Satya Narayan Pal (Folio No. 1203940000068893) and seconded by Mr. Biswendra Narayon Kundu (Folio No. IN30026310101052) as an ordinary resolution :-

"RESOLVED THAT Mr. Pulak Chandan Prasad, Director of the Company, 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."





The Chairman then put the resolution to vote and the resolution was carried unanimously.

APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION :

ITEM NO. 6

The following resolution was proposed by Mr. Joytirindra Narayon Kundu (Folio No. IN30026310037101) and seconded by Mr. Kashmir Lal Mallik ((Folio No. 1202650100002667) as an ordinary resolution :-

“RESOLVED THAT Messrs Lovelock & Lewes, retiring auditors, having offered their services and being eligible under Section 224(1B) of the Companies Act, 1956 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.”

The Chairman then put the resolution to vote and the resolution was carried unanimously.

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

Sd.
K. S. DHINGRA
CHAIRMAN

