



**EXTRACT FROM THE PROCEEDINGS OF THE MEETING WHERE THE POSTAL BALLOT RESULTS WAS DECLARED AT BERGER HOUSE, 129 PARK STREET, KOLKATA, ON TUESDAY, 30<sup>TH</sup> DECEMBER, 2014**

**RESOLUTION NO.1**

**SUB DIVISION OF SHARES OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Section 61(d) and other provisions, if any, of the Act, or any statutory modification(s), amendment or re-enactment thereof and Article 64 of the Articles of Association of the Company and subject to such approvals, permissions, and sanctions, if any, as may be necessary from concerned authorities, each Equity Share of the Company having a nominal face value of Rs.2/- (Rupees two only) fully paid-up, be sub-divided into Equity Shares of nominal face value of Re.1/- (Rupee one only) each fully paid-up.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of a nominal face value of Rs. 2/- (Rupees two only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date ("Record Date") fixed for the purpose and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and despatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions laid down in the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and in the case of shares held in dematerialized form, appropriate number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, by debiting the Equity Shares of the Company held on the Record Date.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof ) or any Key Managerial Personnel be and are hereby authorised to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters and difficulties arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the

FOR BERGER PAINTS INDIA LIMITED

Aniruddha Sen

Senior Vice President & Company Secretary

**BERGER PAINTS INDIA LIMITED**



purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such fair and reasonable adjustments to the number of stock options, entitling the employees of the Company to the Company's Equity Shares, granted to the employees and the exercise price thereof such that the total value of such stock options remains the same after the aforesaid sub-division of the Equity Shares keeping the vesting period and the life of the stock options unaltered.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to Share Transfer Committee or any other Committee of Directors of the Company as it may deem appropriate in this regard."

The above resolution was passed by means of postal ballot through voting by post and electronic mode and the votes cast in favour / against are as follows :-

1. Votes cast in favour - 250793354 (99.96 %)
2. Votes cast against - 47423 (0.02 %)

The resolution was carried with requisite majority.

## **RESOLUTION NO. 2**

### **ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

"RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting in place thereof the following new Clause V as mentioned hereunder :

'V. The Authorised Share Capital of the Company is Rs.75,00,00,000/- (Rupees Seventy Five Crores) divided into 75,00,00,000/- ordinary shares of Re. 1/- (Rupee one) each.'

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall include any Committee thereof ) or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect."

The above resolution was passed by means of postal ballot through voting by post and electronic mode and the votes cast in favour / against are as follows :-



**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



1. Votes cast in favour – 250789288 (99.96 %)
2. Votes cast against – 41560 (0.02%)

The resolution was carried with requisite majority.

### **RESOLUTION NO. 3**

#### **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

"RESOLVED THAT the existing Article 3 of the Articles of Association of the Company be and is hereby altered by substituting in place thereof the following new Article 3 :

'3. The Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores) divided into 75,00,00,000/- ordinary shares of Re. 1/- (Rupee one) each.'

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall include any Committee thereof ) or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect."

The above resolution was passed by means of postal ballot through voting by post and electronic mode and the votes cast in favour / against are as follows :-

1. Votes cast in favour – 250783929 (99.95%)
2. Votes cast against – 46603 (0.02%)

The resolution was carried with requisite majority.

### **RESOLUTION NO. 4**

#### **RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE YEAR 2014-15**

"RESOLVED THAT pursuant to Section 148(3) of The Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, M/s. N. Radhakrishnan & Co., Cost Auditors, be paid a remuneration of Rs. 35,000/- (Rupees thirty-five thousand) plus service tax and reimbursement of travel and other out of pocket expenses for each Cost Audit / certification engagements for the year 2014-15 for the Company's two factories at Howrah and Rishra in West Bengal, factories at Goa and Puducherry and Rs. 25,000/- (Rupees twenty five thousand ) for filing a single report in accordance with relevant guidelines and



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M/s. Shome and Banerjee, Cost Auditors, be paid Rs. 40,000/- (Rupees forty thousand) plus service tax and reimbursement of travel and other out of pocket expenses for each Cost Audit / certification engagements for the year 2014-15 for the Company's factory at Sikandrabad in Uttar Pradesh and two factories at Jammu and Rs. 25,000/- (Rupees twenty-five thousand) for the Company's factory at Surajpur in Uttar Pradesh.

RESOLVED FURTHER THAT any Key Managerial Personnel be and is hereby authorised to settle any question, difficulty, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The above resolution was passed by means of postal ballot through voting by post and electronic mode and the votes cast in favour / against are as follows :-

1. Votes cast in favour – 250792145 (99.96 %)
2. Votes cast against – 35521 (0.01 %)

The resolution was carried with requisite majority.

#### **RESOLUTION NO. 5**

#### **CONSENT OF MEMBERS TO DISPOSE OF UNDERTAKINGS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of The Companies Act, 2013 and subject to such other approvals, consents, permissions and sanctions as may be necessary under law from the Central Government, Reserve Bank of India and other concerned authorities, consent be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") to the Company for mortgaging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, such of the undertaking(s) of the Company including all the moveable and immovable assets and properties of the Company, present and future, wheresoever situate, as the Board may decide, in favour of Financial/ Investment Institution(s) / bank(s) / other lenders, creditors, trustees of lenders, to secure loans and / or other credit facilities availed or proposed to be availed by the Company and/or subsidiaries and joint ventures of the Company together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company / subsidiaries / joint ventures as per the terms and conditions of the loan agreement(s) and other

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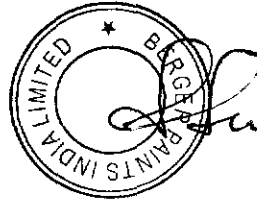
agreements entered into or proposed to be entered into by the Company / subsidiaries / joint ventures up to the maximum ceiling approved for borrowing / providing securities by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall include any Committee thereof ) or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect."

The above resolution was passed by means of postal ballot through voting by post and electronic mode and the votes cast in favour / against are as follows :-

1. Votes cast in favour - 232883073 (94.66%)
2. Votes cast against - 13058842 (5.31%)

The resolution was carried with requisite majority.



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