

BERGER PAINTS INDIA LIMITED

(CIN : L51434WB1923PLC004793)

Registered Office : Berger House, 129 Park Street, Kolkata - 700017

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NOTICE

Notice is hereby given that the Ninety-first Annual General Meeting of Berger Paints India Limited will be held at Kalamandir, 48, Shakespeare Sarani, Kolkata – 700 017 on 3rd August, 2015, Monday at 11 a.m. to transact the following business :-

ORDINARY BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as ordinary resolutions:

1. “RESOLVED THAT the financial statements for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Audited Statement of Profit and Loss for the year ended 31st March, 2015, the Reports of the Board of Directors and the Auditors be and are hereby received, considered and adopted.”
2. “RESOLVED THAT in addition to the interim dividend of ₹ 0.60 (60%) per share on the paid up Ordinary (Equity) Shares of ₹ 1/- each paid to the Members in accordance with the resolution adopted by the Board of Directors at its Meeting held on 30th January, 2015, a final dividend of ₹ 0.65 (65%) per share on the paid up Ordinary (Equity) Shares of ₹ 1/- each of the Company for the year ended 31st March, 2015, be and is hereby declared to be paid to the Members of the Company, holding shares in the physical form and whose names appear in the Register of Members on 3rd August, 2015 and, holding shares in electronic form, to those whose names appear in the list of beneficial holders furnished by respective Depositories as at the end of business hours on 27th July, 2015, such that the total dividend declared for the year 2014-15 be ₹ 1.25 per share on the paid up Ordinary (Equity) Shares of the Company.”
3. “RESOLVED THAT Mr. Gurbachan Singh Dhingra (DIN: 00048465), 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 as a Director of the Company.”
4. “RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendation of the Audit Committee, S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E), who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 91st Annual General Meeting up to the conclusion of the sixth Annual General Meeting to be held after the 91st Annual General Meeting, subject to ratification at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company every year.”

SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:
“RESOLVED THAT Mr. Naresh Gujral (DIN: 00028444), an Additional Director of the Company, in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, approval be and is hereby granted to the appointment of Mr. Gujral as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from the date of Mr. Gujral’s appointment as Independent Director i.e. 20th August, 2014 up to 19th August, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Dhirendra Swarup (DIN: 02878434), an Additional Director of the Company in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, approval be and is hereby granted to the appointment of Mr. Swarup as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from the date of Mr. Swarup’s appointment as Independent Director i.e. 8th September, 2014 up to 7th September, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Gopal Krishna Pillai (DIN: 02340756), an Additional Director of the Company in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, approval be and is hereby granted to the appointment of Mr. Pillai as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from the date of Mr. Pillai’s appointment as Independent Director i.e. 12th September, 2014 up to 11th September, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and / or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, approval be and is hereby accorded to the appointment of Mr. Kamal Ranjan Das (DIN : 00048491), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, with effect from the date of commencement of the Companies Act, 2013 i.e. 1st April, 2014 up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, approval be and is hereby accorded to the appointment of Mr. Pulak Chandan Prasad (DIN : 00003557), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, with effect from the date of commencement of the Companies Act, 2013 i.e. 1st April, 2014 up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 160(1) and Section 197 read with Schedule V of the Companies Act, 2013, recommendation of the Compensation and Nomination and Remuneration Committee and approval of the Audit Committee, Mrs. Rishma Kaur (DIN : 00043154) be appointed as Director in whole-time employment of the Company designated Director & National Business Development Manager, Retail for a period of five years i.e. up to 2nd August, 2019 at a remuneration not exceeding ₹ 2,50,000 per month.

RESOLVED FURTHER THAT the payment of remuneration not exceeding ₹ 2,50,000 per month to Mrs. Kaur as an Additional Director with effect from 1st December, 2014 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 160(1) and Section 197 read with Schedule V of the Companies Act, 2013, recommendation of the Compensation and Nomination and Remuneration Committee and approval of the Audit Committee, Mr Kanwardip Singh Dhingra (DIN : 02696670) be appointed as Director in whole-time employment of the Company designated Director & National Business Development Manager, Industrial for a period of five years i.e. up to 2nd August, 2019 at a remuneration not exceeding ₹ 2,50,000 per month.

RESOLVED FURTHER THAT the payment of remuneration not exceeding ₹ 2,50,000 per month to Mr. Dhingra as an Additional Director with effect from 1st December, 2014 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors including a committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, and in partial modification of the Special Resolution adopted by the members at the Annual General Meeting held on 2nd August, 2012, consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Abhijit Roy (“Mr. Roy”), Managing Director & CEO (DIN : 03439064) of the Company to ₹ 200 lakhs per annum with effect from 1st July, 2014.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of Mr. Roy’s appointment as Managing Director & CEO of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 2nd August, 2012, including Mr. Roy’s entitlement to receive equity shares and/or equity linked instruments (including options/warrants) and/or restricted stock units (RSU) exercisable into equity shares and/or any other instrument or securities as may be deemed fit by the Compensation and Nomination and Remuneration Committee in accordance with Berger Paints India Limited Employee Stock Option Plan, as approved by the shareholders of the Company, which shall be in addition to the aforesaid maximum remuneration, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (which shall be deemed to include any Committee thereof including the Compensation and Nomination and Remuneration Committee) be and is hereby authorised to finalise the remuneration to be received by Mr. Roy every year within the aforesaid limit.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, 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.”

13. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“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 ₹ 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 2015-16 for the Company’s two factories at Howrah and Rishra in West Bengal, factories at Goa and Puducherry and ₹ 25,000 (Rupees Twenty Five Thousand) for filing a single report in accordance with relevant guidelines and M/s. Shome and Banerjee, Cost Auditors, be paid ₹ 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 2015-16 for the Company’s factory at Sikandrabad in Uttar Pradesh and two factories at Jammu and ₹ 25,000 (Rupees Twenty Five Thousand) for the Company’s factory at Surajpur in Uttar Pradesh.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary be and are hereby authorised to settle any question, difficulty or doubt, 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.”

Kolkata
Dated : 29th May, 2015

By Order of the Board
Aniruddha Sen
Sr. Vice President & Company Secretary

NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not later than 48 hours before the commencement of the aforesaid meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of not more than fifty members and holding in the aggregate, not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not be entitled to act as proxy for any other person or Member.
2. Corporate Members are requested to send to the Company/Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote at the AGM.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 28th July, 2015 to 3rd August, 2015, both days inclusive.
4. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
5. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.
6. Dividend on Ordinary (Equity) Shares as recommended by the Board, if declared at the Meeting, will be paid to the Members of the Company, holding shares in the physical form and whose names appear in the Register of Members on 3rd August, 2015 and, holding shares in electronic form, to those whose names appear in the list of beneficial holders furnished by respective Depositories as at the end of business hours on 27th July, 2015.
7. The Company had received Special Notice dated 29th May, 2015 under Section 140(4)(i) of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014 from U K Paints (India) Private Limited, in its capacity as a Member of the Company, recommending appointment of S. R. Batliboi & Co., Chartered Accountants, as Statutory Auditors in place of Lovelock & Lewes, Chartered Accountants, the retiring Statutory Auditors. The change is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Company has sent a copy of the said Special Notice to the retiring Statutory Auditors.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
10. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting.
11. Members are requested to notify any change in their address immediately to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
12. Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
13. In all correspondence with the Company/Registrar & Share Transfer Agents, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
14. Members are reminded to send their dividend warrants, which have not been encashed, to the Company, for revalidation. As per the provisions of Section 124(6) of the Companies Act, 2013, unclaimed dividend is liable to be transferred to the Investor Education and Protection Fund of the Central Government after expiry of seven years from the date they become due for payment.
15. As per current SEBI Regulations, dividend is required to be credited to shareholders' respective bank accounts through Electronic Clearing Service (ECS), wherever the facility is available and the requisite details / mandates have been provided by the Members. Members desirous of availing this facility may send the details of their bank accounts with addresses and MICR Codes of their banks to their Depository Participants (in case of shares held in dematerialized form) or to CB Management Services (P) Limited (in case of shares held in physical form) at the earliest.
16. Members interested in nomination in respect of shares held by them may write to M/s. CB Management Services (P) Limited at the address as mentioned in paragraph (11), as above, for the prescribed form. Alternatively, the said form can be downloaded from the Company's website www.bergerpaints.com under 'Investor Services' section.
17. Members may note that the Notice of the 91st AGM and the Annual Report for 2014-2015 will be available on the Company's website www.bergerpaints.com. Members who require communication in physical form in addition to e-communication, may write to the Company at consumerfeedback@bergerindia.com.
18. Members are to inform of their current email ID to the Company in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.
19. For shares held in physical form, Members may initiate action to get their shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialization not only provides easy liquidity, but also safeguards from any possible physical loss.
20. As on 31st March, 2015, 28,49,764 equity shares of ₹ 1/- each fully paid up have remained unclaimed by 1,032 number of shareholders. During the year, the Company has received 17 requests from the shareholders for transfer of their unclaimed shares from the Company's unclaimed demat suspense account i.e. 'M/s Berger Paints India Limited – Unclaimed Demat Suspense Account' and accordingly the Company has transferred those unclaimed shares from its unclaimed demat suspense account. The details are given in Annexure C of Corporate Governance Report.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the provisions of the Companies (Management & Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is providing the members with the facility to cast their vote electronically from a location other than the venue of the Annual General Meeting ("Remote e-voting"). The Company has engaged National Securities Depository Limited ("NSDL") to provide to the Members the e-voting platform and services for casting their vote through remote E-voting on all resolutions set forth in this Notice.

The instructions for remote e-voting are as under:

- i. Members whose shareholding is in the dematerialised form and whose email addresses are registered with the Company/

Depository Participant(s) will receive an email from NSDL informing the User-ID and Password. Thereafter, the following steps are to be followed:-

1. Open email and open PDF file viz. “Berger Paints India Limited remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com>.
 3. Click on Shareholder – Login.
 4. Put user ID and password as initial password noted in step (1) above. Click Login.
 5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select “EVEN” (E Voting Event Number) of Berger Paints India Limited.
 8. Now you are ready for remote e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 10. Upon confirmation, the message “Vote cast successfully” will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail anjanroy_2003@yahoo.co.in with a copy marked to evoting@nSDL.co.in.
- ii. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following steps may be noted:
1. To refer to the attached instruction sheet for the e-voting particulars viz. initial password along with EVEN (E voting Event Number) and USER ID.
 2. Please follow all steps from Sr. No. 2 to Sr. No. 10 of (i) above, to cast vote.
- iii. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll-free no.1800-222-990.
- iv. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.
- v. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- vi. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
22. The remote e-voting period commences on 31st July, 2015 (at 9:00 a.m.) and ends on 2nd August, 2015 (at 5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
23. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital (in case of electronic shareholding) of the Company as on the cut-off date of 27th July, 2015.
24. Only such person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e 27th July, 2015, shall be entitled to avail the facility of remote e-voting/voting by ballot at AGM.
25. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date, i.e. 27th July, 2015, may obtain the login ID and password by sending a request at evoting@nSDL.co.in or rta@cbmsl.com or consumerfeedback@bergerindia.com mentioning his/her Folio Number/DPID

and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com.

26. The facility for voting through ballot paper shall be made available at the AGM and only such Members attending the Meeting who have not cast their vote by remote e-voting earlier, shall be entitled to exercise their right at the Meeting through ballot paper.
27. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
28. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
29. Pursuant to the provisions of Section 108 of the Companies Act, 2013, M/s. Anjan Kumar Roy & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through ballot paper at the AGM in a fair and transparent manner.
30. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.begerpaints.com and on the website www.evoting.nsdl.com of NSDL after the same is declared by the Chairman/authorised person.
33. The Results shall also be simultaneously forwarded to the Stock Exchanges.

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT AND ADMISSION SLIP TO THE MEETING.

EXPLANATORY STATEMENT**(Pursuant to Section 102 of the Companies Act, 2013)****ITEM NO. 5**

In terms of the Companies Act, 2013 (“the Act”), a Director can be appointed (a) by the Members at any general meeting under Section 160(1) of the Act when a company receives a notice from a Member signifying his intention to propose the candidature of a Director, (b) by the Members at an Annual General Meeting under Section 152(6)(e) by filling up the vacancy by appointing a Director retiring by rotation or some other person thereto, (c) by the Board, as an Additional Director under Section 161(1) and (d) by the Board, in a casual vacancy in the office of a Director under Section 161(4).

In terms of Section 149 of the Act read with the relevant Schedule and, particularly, Clause 49 of the Listing Agreement, at least one-half of the Directors of the company should be independent. Further, in terms of Section 149 of the Act, a company was to comply with the provisions of sub-section (4) of the said Section within one year from 1st April, 2014.

Accordingly, Mr. Naresh Gujral was appointed as an Additional Director by the Board with effect from 20th August, 2014. Mr. Gujral has filed declaration of independence and he is deemed to be independent within the meaning of Section 149 of the Act. In terms of Section 161(1) of the Act, Mr. Gujral holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting.

A notice has been received from a Member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Gujral for the office of Director.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the Members at a general meeting. Accordingly, approval of the Members is sought for appointment of Mr. Gujral as an Independent Director for five years from the date of his appointment i.e. from 20th August, 2014 to 19th August, 2019. In pursuance of Section 149(13) of the Act, Mr. Gujral will not be liable for retirement by rotation.

Board considers it desirable that the Company should avail itself of the services of Mr. Gujral as Director and accordingly commends the Resolution at Item No. 5 for approval by the Members.

Mr. Gujral is a fellow member of the Institute of Chartered Accountants of India and is the founder of Span India Group, which is one of the leading exporters of high-end fashion garments to Europe from India. He is an eminent industrialist and social activist. He was a non-executive Director of the Company from 12th February, 2003 to 25th August, 2011.

Mr. Gujral is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Gujral, none of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

ITEM NO. 6

In terms of the Companies Act, 2013 (“the Act”), a Director can be appointed (a) by the Members at any general meeting under Section 160(1) of the Act when a company receives a notice from a Member signifying his intention to propose the candidature of Director, (b) by the Members at an Annual General Meeting under Section 152(6)(e) by filling up the vacancy by appointing a Director retiring by rotation or some other person thereto, (c) by the Board, as an Additional Director under Section 161(1) and (d) by the Board, in a casual vacancy in the office of a Director under Section 161(4).

In terms of Section 149 of the Act read with the relevant Schedule and particularly, Clause 49 of the Listing Agreement, at least one-half of the Directors of the Company should be independent. Further, in terms of Section 149 of the Act, a company was to comply with the provisions of sub-section (4) of the said Section within one year from 1st April, 2014.

Accordingly, Mr. Dharendra Swarup was appointed as Additional Director by the Board with effect from 8th September, 2014. Mr. Swarup has filed declaration of independence and he is deemed to be independent within the meaning of Section 149 of the Act. In terms of Section 161(1) of the Act, Mr. Swarup holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting.

A notice has been received from a Member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Swarup for the office of Director.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the Members. Accordingly, approval of the Members is sought for appointment of Mr. Swarup as an Independent Director for five years from the date of his appointment i.e. from 8th September, 2014 to 7th September, 2019. In pursuance of Section 149(13) of the Act, Mr. Swarup will not be liable for retirement by rotation.

Board considers it desirable that the Company should avail itself of the services of Mr. Swarup as Director and accordingly commends the Resolution at Item No. 6 for approval by the Members.

Mr. Swarup is post graduate in Humanities, Government Certified Public Auditor and Member of the Institute of Public Auditors of India. Mr. Swarup has over four decades of experience across Finance, Budgeting, Public Debt Management, Public Policy and Pension Reforms. A former Chairman of Pension Funds Regulatory and Development Authority, he was a career civil servant retiring as Secretary, Ministry of Finance, Government of India. Mr. Swarup is a member of the Audit Committee of the Company.

Mr. Swarup is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Swarup, none of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

ITEM NO. 7

In terms of the Companies Act, 2013 (“the Act”), a Director can be appointed (a) by the Members at any general meeting under Section 160(1) of the Act when a company receives a notice from a Member signifying his intention to propose the candidature of Director, (b) by the Members at an Annual General Meeting under Section 152(6)(e) by filling up the vacancy by appointing a Director retiring by rotation or some other person thereto, (c) by the Board, as an Additional Director under Section 161 (1) and (d) by the Board, in a casual vacancy in the office of a Director under Section 161(4).

In terms of Section 149 of the Act read with the relevant Schedule and particularly, Clause 49 of the Listing Agreement with Stock Exchanges, at least one-half of the Directors of the Company should be independent. Further, in terms of Section 149 of the Act, a company was to comply with the provisions of sub-section (4) of the said Section within one year from 1st April, 2014.

Accordingly, Mr. Gopal Krishna Pillai was appointed as an Additional Director by the Board with effect from 12th September, 2014. Mr. Pillai has filed declaration of independence and he is deemed to be independent within the meaning of Section 149 of the Act. In terms of Section 161(1) of the Act, Mr. Pillai holds office as Additional Director up to the conclusion of the forthcoming Annual General Meeting.

A notice has been received from a Member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Pillai for the office of Director.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the Members. Accordingly, approval of the Members is sought for appointment of Mr. Pillai as an Independent Director for five years from the date of his appointment i.e. from 12th September, 2014 to 11th September, 2019. In pursuance of Section 149(13) of the Act, Mr. Pillai will not be liable for retirement by rotation.

Board considers it desirable that the Company should avail itself of the services of Mr. Pillai as Director and accordingly commends the Resolution at Item No.7 for approval by the Members.

Mr. Pillai was an Indian Administrative Service (I.A.S.) Officer and former Home Secretary of India. He has worked in a number of senior positions in the Central Government and State Governments. He is a graduate from St. Joseph’s College, Bangalore and completed his M.Sc. from IIT, Bangalore.

Mr. Pillai is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mr. Pillai, none of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No.7 of the Notice.

ITEM NO. 8

In terms of the Companies Act, 2013 (“the Act”), a Director can be appointed (a) by the Members at any general meeting under Section 160(1) of the Act when a company receives a notice from a Member signifying his intention to propose the candidature of Director, (b) by the Members at an Annual General Meeting under Section 152(6)(e) by filling up the vacancy by appointing a Director retiring by rotation or some other person thereto, (c) by the Board, as an Additional Director under Section 161(1) and

(d) by the Board, in a casual vacancy in the office of a Director under Section 161(4).

In terms of Section 149 read with the relevant Schedule and particularly, Clause 49 of the Listing Agreement, at least one-half of the Directors of the Company should be independent. Further, in terms of Section 149 of the Act, a company was to comply with the provisions of sub-section (4) of the said Section within one year from 1st April, 2014.

Mr. Kamal Ranjan Das (Mr. Das) was last re-appointed as a Director when he retired by rotation and was eligible for such reappointment, by the Members, at the Annual General Meeting held on 2nd August, 2013, under Section 257 of the Companies Act, 1956. Mr. Das is an Independent Director pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and has filed a declaration of independence under Section 149(7) of the Companies Act, 2013. Pursuant to the explanation in Section 149, for the purposes of sub-sections (10) and (11), any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term under those sub-sections. He has thus held the office of Independent Director under the Companies Act, 2013 with effect from the date of commencement of the said Act i.e., 1st April, 2014.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the Members. Accordingly, approval of the Members is sought for appointment of Mr. Das as an Independent Director for five years from the date of commencement of the Companies Act, 2013 i.e. from 1st April, 2014 to 31st March, 2019. In pursuance of Section 149(13) of the Act, Mr. Das will not be liable for retirement by rotation.

Mr. Das is a science graduate with honours. He began his career in the year 1951. Mr. Das joined the Company in 1975 after successful stints elsewhere. Mr. Das was appointed as a Wholtime Director on the Board with effect from 1st April, 1989. Mr. Das retired in 1994 as Executive Director. Since then, Mr. Das has been a non-executive Director of the Company. Mr. Das is now a Management Consultant and the Company greatly benefits from his counsel and guidance in view of his experience in the industry. Mr. Das is a member of the Audit Committee, Compensation and Nomination and Remuneration Committee, Business Process and Risk Management Committee, Share Transfer Committee and Stakeholders' Relationship and Investor Grievance Committee of the Company. He is also the Chairman of Audit Committee, Compensation and Nomination and Remuneration Committee and Stakeholders' Relationship and Investor Grievance Committee.

The Board recommends the resolution set out at Item No. 8 of the Notice for approval of the Members.

Mr. Das is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Das, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

ITEM NO. 9

In terms of the Companies Act, 2013 ("the Act"), a Director can be appointed (a) by the Members at any general meeting under Section 160(1) of the Act when a company receives a notice from a Member signifying his intention to propose the candidature of Director, (b) by the Members at an Annual General Meeting under Section 152(6)(e) by filling up the vacancy by appointing a Director retiring by rotation or some other person thereto, (c) by the Board, as an Additional Director under Section 161 (1) and (d) by the Board, in a casual vacancy in the office of a Director under Section 161(4).

In terms of Section 149 read with the relevant Schedule and particularly, Clause 49 of the Listing Agreement, at least one-half of the Directors of the Company should be independent. Further, in terms of Section 149 of the Act, a company was to comply with the provisions of sub-section (4) of the said Section within one year from 1st April, 2014.

Mr. Pulak Chandan Prasad (Mr. Prasad) was last re-appointed as a Director when he retired by rotation and was eligible for such re-appointment, by the Members, at the Annual General Meeting held on 2nd August 2013, under Section 257 of the Companies Act, 1956. Mr Prasad is an Independent Director pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and has filed a declaration of independence under Section 149(7) of the Companies Act, 2013. Pursuant to the explanation in Section 149, for the purposes of sub-sections (10) and (11), any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term under those sub-sections. He has thus held the office of Independent Director under the Companies Act, 2013 with effect from

the date of commencement of the said Act i.e., 1st April, 2014.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the Members. Accordingly, approval of the Members is sought from Members for appointment of Mr. Prasad as an Independent Director for five years from the date of commencement of the Companies Act, 2013 i.e. from 1st April, 2014 to 31st March, 2019. In pursuance of Section 149(13) of the Act, Mr. Prasad will not be liable for retirement by rotation.

Mr. Prasad is a B.Tech from IIT and an IIM Ahmedabad alumni. He was the Managing Director and co-head of the India office of Warburg Pincus and a Management Consultant with McKinsey & Company, USA and South Africa prior to that. He was first appointed as an Additional Director on 13th November, 2009. Mr. Prasad is a member of the Audit Committee and Compensation and Nomination and Remuneration Committee of the Company. The Company greatly benefits from the advice and counsel of Mr. Prasad in view of his experience.

The Board recommends the resolution set out at Item No.9 of the Notice for approval of the Members.

Mr. Prasad is interested and concerned in the Resolution mentioned at Item No.9 of the Notice. Other than Mr. Prasad, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item 9 of the Notice.

ITEM NO. 10

As part of the Company's plans for ensuring succession and continuity of the affairs of the Company, Mrs. Rishma Kaur was appointed as an Additional Director with effect from 1st December, 2014 under Section 161 of the Companies Act, 2013 ("the Act"). Mrs. Kaur is a whole-time employee of the Company designated Director & National Business Development Manager, Retail. In accordance with the said Section, Mrs. Kaur holds office till conclusion of the forthcoming Annual General Meeting. A notice has been received from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mrs. Kaur for the office of Director. It is therefore proposed to appoint Mrs. Kaur as a Director in whole-time employment for a period of five years at a remuneration not exceeding ₹ 2,50,000 per month.

Mrs. Kaur and Mr. Kuldeep Singh Dhingra, Chairman of the Company are related parties and hence Mrs. Kaur may be deemed to be occupying office or place of profit within the meaning of Section 188 of the Act. Hence any transaction with Mrs. Kaur will require approval of the Audit Committee in terms of Section 177(4)(iv) of the Act. The Audit Committee accordingly approved the transaction with Mrs. Kaur at its meeting held on 4th November, 2014. The Compensation and Nomination and Remuneration Committee granted its recommendation at its meeting held on 4th November, 2014.

Since the monthly remuneration proposed to be paid to Mrs. Kaur would not exceed ₹ 2,50,000, appointment of Mrs. Kaur would not require prior approval of the Company by way of special resolution in terms of Rule 15(3)(b) of the Companies (Meetings of Board & its Powers) Rules, 2014 which provides that except with the prior approval of a Company by a Special Resolution, a company would not enter into a transaction for appointment to any office or place of profit in the company at a monthly remuneration exceeding ₹ 2,50,000. This transaction is entered into by the Company in its ordinary course of business at an arm's length basis.

The appointment of Mrs. Kaur also fulfils the requirement of Section 149 of the Act which provides for appointment of a lady Director.

Mrs. Kaur holds a B.Sc. in Business Studies from University of Buckingham, U.K. Mrs. Kaur has been working with the Company since April, 2011 and has successfully led business development efforts in the Company in respect of Retail Business in addition to providing guidance and handling various other matters such as Marketing and Corporate Affairs. She was appointed as an Alternate Director for Mr. K.S. Dhingra from time to time and resigned as an Alternate Director on 1st April, 2014. Mrs. Kaur is a member of the Business Process and Risk Management Committee and Corporate Social Responsibility Committee of the Company.

The Board considers it desirable that the Company should avail itself of the services of Mrs. Kaur as Director and accordingly commends the Resolution at Item No.10 for approval of the Members.

Mrs. Kaur and Mr. Kuldeep Singh Dhingra are interested and concerned in the Resolution mentioned at Item No. 10 of the Notice. Other than Mrs. Kaur and Mr. Kuldeep Singh Dhingra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.10 of the Notice.

ITEM NO. 11

As part of the Company's plans for ensuring succession and continuity of the affairs of the Company, Mr. Kanwardip Singh Dhingra was appointed as an Additional Director with effect from 1st December, 2014 under Section 161 of the Companies Act, 2013 ("the Act"). Mr. Dhingra is a whole-time employee of the Company designated Director & National Business Development Manager, Industrial. In accordance with the said Section, Mr. Dhingra holds office till conclusion of the forthcoming Annual General Meeting. A notice has been received from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Dhingra for the office of Director. It is therefore proposed to appoint Mr. Dhingra as a Director in whole-time employment for a period of five years at a remuneration not exceeding ₹ 2,50,000 per month.

Mr. Kanwardip Singh Dhingra and Mr. Gurbachan Singh Dhingra, Vice-chairman of the Company are related parties and hence Mr. Kanwardip Singh Dhingra may be deemed to be occupying office or place of profit within the meaning of Section 188 of the Act. Hence any transaction with Mr. Kanwardip Singh Dhingra will require approval of the Audit Committee in terms of Section 177(4)(iv) of the Act. The Audit Committee accordingly approved the transaction with Mr. Dhingra at its meeting held on 4th November, 2014. The Compensation and Nomination and Remuneration Committee granted its recommendation at its meeting held on 4th November, 2014.

Since the monthly remuneration proposed to be paid to Mr. Dhingra would not exceed ₹ 2,50,000, appointment of Mr. Dhingra would not require prior approval of the Company by way of Special Resolution in terms of Rule 15(3)(b) of the Companies (Meetings of Board & its Powers) Rules, 2014 which provides that except with the prior approval of a company by a Special Resolution, a company would not enter into a transaction for appointment to any office or place of profit in the company at a monthly remuneration exceeding ₹ 2,50,000. This transaction is entered into by the Company in its ordinary course of business at an arm's length basis.

Mr. Dhingra holds a Bachelor's Degree in Chemical Engineering from University of Akron, Akron, Ohio, USA with specialization in Polymer Engineering and Minor in Chemistry. Prior to joining the Company, Mr. Dhingra gathered working experience in the field of paints and speciality coatings in The Rohm & Haas Company, Texas, USA and The Sherwin Williams Company, Ohio, USA.

Mr. Dhingra has been working with the Company since April 2011 and has successfully led business development efforts in the Company in respect of Industrial Business in addition to providing guidance and handling various other matters such as Projects and Procurement. He was appointed as an Alternate Director for Mr. G.S. Dhingra from time to time and resigned as Alternate Director on 1st April, 2014. Mr. Dhingra is a member of the Business Process and Risk Management Committee and Corporate Social Responsibility Committee of the Company.

The Board considers it desirable that the Company should avail of the services of Mr. Dhingra as Director and accordingly commends the Resolution at Item No.11 for approval of the Members.

Mr. Kanwardip Singh Dhingra and Mr. Gurbachan Singh Dhingra are interested and concerned in the Resolution mentioned at Item No.11 of the Notice. Other than Mr. Kanwardip Singh Dhingra and Mr. Gurbachan Singh Dhingra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.11 of the Notice.

ITEM NO. 12

Mr. Abhijit Roy was appointed as a Managing Director of the Company by the Board of Directors at its meeting held on 30th May, 2012 for a period of five years from 1st July, 2012. Mr. Roy's appointment was approved by the Members at the Annual General Meeting held on 2nd August, 2012 on the terms of remuneration as set out in the Agreement entered between the Company on the one part and Mr. Roy on the other part, which was as under:

- (a) Salary – Up to a maximum of ₹ 3,00,000 per month with annual increment;
- (b) Commission – As may be decided by the Board/Compensation Committee based on the performance of the Company and Mr. Roy, subject to the provisions of the Companies Act, 1956;
- (c) Perquisites – Up to ₹ 30 lakhs per annum including allowances and free furnished accommodation, if any;
- (d) Employees Stock Option Plan – Mr. Roy will be entitled to receive equity shares and/or equity linked instruments (including options/warrants) and/or restricted stock units (RSU) exercisable into equity shares and/or any other instrument or securities as may be deemed fit by the Compensation Committee in accordance with Berger Paints India Limited Employee Stock Option Plan, as approved by the shareholders of the Company;

- (e) Others – Company’s contribution to retirement funds, official use and expenses incurred for car and driver and communication facilities for the Company’s business.

In view of the performance of the Company since Mr. Roy has taken over as Managing Director, Mr. Roy’s contribution to the Company and market rates, at the recommendation of the Compensation and Nomination and Remuneration Committee and subject to approval of the shareholders at the next Annual General Meeting, the Board of Directors, at its meeting held on 1st August, 2014 granted the following remuneration to Mr. Roy with effect from 1st July, 2014 - Salary : ₹ 3,29,440 per month, Allowances : ₹ 1,54,500 per month, as perquisite; House Rent Allowance : ₹ 55,000 per month, Medical reimbursement/expenses/insurance – One month’s salary in a year plus medical insurance for self and family as per the Rules of the Company; Leave Travel Allowance – For self and family once in a year in accordance with the Rules specified by the Company; Fees of Two Clubs; Company’s contribution towards provident fund as per Rules of the Company and Company’s contribution towards superannuation fund as per Rules of the Company (limited to the extent that these either singly or put together are not taxable under the Income-tax Act, 1961); contribution towards gratuity fund as per Payment of Gratuity Act, 1972 and Rules framed thereunder including statutory modifications or re-enactments thereof and the Company’s Gratuity Rules, whichever is higher; encashment of leave at the end of the tenure and Employees Stock Option Plan as may be decided by the Committee from time to time including in the manner decided by the Committee at its meeting held on 19th July, 2010.

It is therefore proposed to increase Mr. Roy’s maximum remuneration to ₹ 200 lakhs per annum with effect from 1st July, 2014. This will provide freedom to the Compensation and Nomination and Remuneration Committee and the Board of Directors to structure Mr. Roy’s remuneration in a manner fitting to the needs of the Company. Mr. Roy will continue to be entitled to stock options and such other similar instruments under the Stock Option Plan. All other terms of Mr. Roy’s remuneration will continue to be the same.

The Compensation and Nomination and Remuneration Committee and the Board of Directors shall be authorized to revise the remuneration from time to time, provided that the remuneration shall be within the maximum limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The Board of Directors recommend passing of the said Resolution.

Mr. Roy is interested in the resolution set out at Item No.12. No other Director and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in respect of the said resolution.

ITEM NO. 13

M/s. N. Radhakrishnan & Co., Cost Auditors have been re-appointed as Cost Auditors of the Company at a remuneration of ₹ 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 2015-16 for the Company’s two factories at Howrah and Rishra in West Bengal, factories at Goa and Puducherry and ₹ 25,000/- (Rupees Twenty Five Thousand) for filing a single report in accordance with relevant guidelines. Similarly, M/s. Shome and Banerjee, Cost Auditors, have been re-appointed as Cost Auditors of the Company at a remuneration of ₹ 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 2015-16 for the Company’s factory at Sikandrabad in Uttar Pradesh and two factories at Jammu and ₹ 25,000/- (Rupees Twenty Five Thousand) for the Company’s factory at Surajpur. Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the said remuneration payable to the Cost Auditors requires ratification by the shareholders.

The Board recommends the Resolution set out under Item No.13 for ratification by Members.

No Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in respect of the said resolution.

Kolkata
Dated : 29th May, 2015

By Order of the Board
Aniruddha Sen
Sr. Vice President & Company Secretary

INFORMATION RELATING TO DIRECTORS PROPOSED TO BE RE-APPOINTED / APPOINTED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

	Item No. 3	Item No. 5	Item No. 6	Item No. 7	Item No. 8	Item No. 9	Item No. 10	Item No. 11
Name of Director	Mr. Gurbachan Singh Dhingra	Mr. Naresh Gujral	Mr. Dharendra Swarup	Mr. Gopal Krishna Pillai	Mr. Kamal Ranjan Das	Mr. Pulak Chandan Prasad	Mrs. Rishma Kaur	Mr. Kanwardip Singh Dhingra
Date of Birth	April 9, 1950	May 19, 1948	December 5, 1944	November 30, 1949	February 23, 1932	May 27, 1968	September 1, 1972	October 28, 1982
Date of Appointment	May 14, 1993	August 20, 2014	September 8, 2014	September 12, 2014	April 1, 1989	November 13, 2009	December 1, 2014	December 1, 2014
Qualification	Graduate	Fellow Member of the Institute of Chartered Accountants of India.	<ul style="list-style-type: none"> • Post Graduate in Humanities; • Government Certified Public Auditor • Member of the Institute of Public Auditors of India. 	<ul style="list-style-type: none"> • Graduate • M. Sc, IIT 	Science Graduate with honours	<ul style="list-style-type: none"> • B. Tech, IIT • Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad 	B.Sc. in Business Studies	Bachelor's Degree in Chemical Engineering with specialization in Polymer Engineering and Minor in Chemistry.
Expertise in specific functional area	Long term experience in the paint industry, especially in its technical aspects.	<ul style="list-style-type: none"> • Founder of Span India Group, one of the leading exporters of high-end fashion garments to Europe. • An eminent industrialist and Social Activist. 	<ul style="list-style-type: none"> • Four decades of experience across Finance, Budgeting, Public Debt Management, Public Policy and Pension Reforms. • Former Chairman of Pension Funds Regulatory and Development Authority • Has been a career civil servant retiring as Secretary, Ministry of Finance, Government of India. 	<ul style="list-style-type: none"> • An Indian Administrative Officer (IAS) • Was former Home Secretary of India. • Has worked in a number of senior positions in the Central Government and State Governments. 	Long term experience in paint industry.	<ul style="list-style-type: none"> • Previously, he was the Managing Director and co-head of the India office of Warburg Pincus. • Prior to that, he was the Management consultant with McKinsey & Company, USA and South Africa. 	<ul style="list-style-type: none"> • Has been involved in development of business including those relating to large Projects in decorative paints, development of marketing initiatives and corporate affairs. 	Has working experience in the field of paints and speciality coatings in The Rohm & Haas Company, Texas, USA and The Sherwin Williams Company, Ohio, USA.
List of public companies in which outside Directorship is held as on 31 st March, 2015	<ul style="list-style-type: none"> • Citland Commercial Credit Ltd. • Lusako Trading Limited, Cyprus • Seaward Packaging Ltd. • U.K. Paints (India) Limited* 	Nil	<ul style="list-style-type: none"> • Eros International Media Ltd. • PTC India Ltd. • BSE Limited 	<ul style="list-style-type: none"> • Adani Ports and Special Economic Zone Limited • Zuari Agro Chemicals Limited • Tata International Limited • Hindustan Petroleum Corporation Limited 	• Berger Paints Bangladesh Limited	• Vaibhav Global Limited	<ul style="list-style-type: none"> • Berger Paints Bangladesh Limited • BBN Paints India Ltd. • Seaward Packaging Ltd. • U.K. Paints (India) Limited* 	<ul style="list-style-type: none"> • BBN Paints India Ltd. • Seaward Packaging Ltd. • U.K. Paints (India) Limited* • Bolix S.A., Poland

(Contd.):

Name of Director	Mr. Gurbachan Singh Dhingra	Mr. Naresh Gujral	Mr. Dharendra Swarup	Mr. Gopal Krishna Pillai	Mr. Kamal Ranjan Das	Mr. Pulak Chandan Prasad	Mrs. Rishma Kaur	Mr. Kanwardip Singh Dhingra
Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on March 31, 2015	a) U.K. Paints (India) Limited* – Member of CSR Committee b) Citland Commercial Credits Ltd. – Member of Audit Committee, Remuneration Committee and CSR Committee	Nil	a) BSE Ltd. - Chairman of Audit Committee; Member of Nomination and Remuneration Committee and CSR Committee b) Eros International Media Ltd. - Chairman of Audit Committee and Member of Nomination and Remuneration Committee c) PTC Ltd. – Chairman of CSR Committee; Member of Audit Committee and Nomination & Remuneration Committee d) Eros International Films Pvt. Ltd. – Chairman of Audit Committee	Zuari Agro Chemicals Limited – Member of CSR Committee	Berger Paints Bangladesh Limited – Member of Audit Committee	Nil	U.K. Paints (India) Limited* – Member of Remuneration Committee	U.K. Paints (India) Limited* – Member of Remuneration Committee
Shareholding in the Company	17,29,920	Nil	Nil	Nil	66,624	Nil	1,79,520	38,400

* Converted to U. K. Paints (India) Private Limited w.e.f. 29th May, 2015.

REPORT OF THE DIRECTORS & MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors have pleasure in presenting the Annual Report of the Company, together with the audited accounts for the financial year ended on 31st March, 2015.

FINANCIAL RESULTS & APPROPRIATIONS

(₹ in crores)

Particulars	Financial Year ended			
	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Profit before Depreciation, Finance Cost and Tax	509.59	420.23	546.74	467.32
Less:				
Depreciation	78.62	58.27	92.50	70.71
Finance Cost	34.72	34.26	50.14	46.63
Profit Before Tax	396.25	327.70	404.10	349.98
Less:				
Provision for Taxation	130.22	93.45	139.40	100.59
Profit After Taxation	266.03	234.25	264.70	249.39
Add:				
Profit brought forward from the previous year	632.45	510.80	655.91	519.12
Available for appropriation	898.48	745.05	920.61	768.51
Appropriations:				
Transfer to General Reserve	-	23.42	-	23.42
Interim Dividend	41.60	-	41.60	-
Tax on interim dividend	8.52	-	8.52	-
Dividend (Proposed)	45.06	76.23	45.06	76.23
Tax on dividend	9.17	12.95	9.17	12.95
Balance carried to Balance Sheet	794.13	632.45	816.26	655.91
	898.48	745.05	920.61	768.51

FINANCIAL PERFORMANCE

During the financial year ended 31st March, 2015, the Company achieved net consolidated revenue from operations of ₹ 4,322.06 crores as against ₹ 3,869.72 crores in the previous year registering a growth of 11.69%. The profit before depreciation, interest and tax was ₹ 546.74 crores as against ₹ 467.32 crores in the previous year, recording an improvement of 17%. The profit before tax was ₹ 404.10 crores (2013-14 : ₹ 349.98 crores) and the profit after tax was ₹ 264.70 crores (2013-14 : ₹ 249.39 crores), representing an increase of 15.46% in profit before tax and 6.14% in profit after tax.

On a standalone basis, the growth in sales was 12.5% and that of profit after tax, 13.5%. The growth in EBIDTA was 21.26%. The income tax holiday period at two of the Company's units at Jammu expired on 31st March, 2014, leading to increase in effective tax rate from about 28% to about 33%.

MANAGEMENT DISCUSSION AND ANALYSIS

PAINT INDUSTRY STRUCTURE AND DEVELOPMENT

Paint industry in India can be classified into two broad categories viz., Decorative and Industrial. Decorative paints include higher end acrylic exterior and interior emulsions, medium range exterior and interior emulsions and enamels, low end distempers, wall putty, wood coatings, cement paints, primers, thinners and putties – accounting for over 70% of the paint market in India. These are either water based or solvent based. Water based paints are now preferred by the customers owing to better aesthetics, durability and