



12th July, 2016

The Corporate Relationship
Department
Bombay Stock Exchange
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

Dear Sirs,

Sub : Postal Ballot & e-voting Results

Further to our letter dated 13th June, 2016, we write to inform that the Resolutions for i) issue of bonus shares in the proportion of 2 equity shares of Re1/- each fully paid up for every 5 fully paid up equity shares of Re 1/- each held, ii) increase in Authorised Share Capital to Rs 110 Crores from Rs 75 Crores, iii) amendment of Clause V of the Memorandum of Association and iv) amendment of Article 3 of the Articles of Association as set out in the Postal Ballot Notice dated 30th May, 2016, have been passed by the Members by requisite majority.

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the details of the voting results in the prescribed format.

This is for your information and records, please

Thanking you.

Yours faithfully,

For **BERGER PAINTS INDIA LIMITED**



Aniruddha Sen

Sr. Vice President & Company Secretary

Encl.: a/a

Berger Paints India Limited

Record Date of Postal Ballot	3rd June,2016
Total number of shareholders on record date	49482
No.of Shareholders voted through e-voting or through physical ballot	
Promoters and Promoter Group	15
Public Institution	92
Public Others	993

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BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY


Details of Agenda :

Resolution No : 1 - Special resolution to accord consent to the issue of bonus shares in the proportion of 2 (two) equity shares of Re.1/- each for every 5 (five) fully paid up equity shares of Re.1/- each held

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	519826540	517526540	99.56	517526540	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		519826540	517526540	99.56	517526540	0	100.00
Public - Institutions	E-Voting	100946340	41706815	41.32	41557212	149603	99.64	0.36
	Poll							
	Postal Ballot (if applicable)							
	Total		100946340	41706815	41.32	41557212	149603	99.64
Public -Non Institutions	E-Voting	72705032	857582	1.18	857265	317	99.96	0.04
	Poll							
	Postal Ballot (if applicable)		911165	1.25	901555	9610	98.95	1.05
	Total		72705032	1768747	2.43	1758820	9927	99.44
Total		693477912	561002102	80.90	560842572	159530	99.97	0.03

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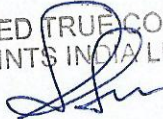

ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

Resolution No : 2 -Special resolution for increase in the Authorised Share capital of the Company to Rs.110 crores divided into 110 crores equity shares of Re.1/- each from Rs.75 crores divided into 75 crores equity shares of Re.1/- each.

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]
Promoter and Promoter Group	E-Voting	519826540	517526540	99.56	517526540	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	519826540	517526540	99.56	517526540	0	100.00	0.00
Public - Institutions	E-Voting	100946340	41706815	41.32	41557212	149603	99.64	0.36
	Poll							
	Postal Ballot (if applicable)							
	Total	100946340	41706815	41.32	41557212	149603	99.64	0.36
Public -Non Institutions	E-Voting	72705032	845425	0.01	845252	173	99.98	0.02
	Poll							
	Postal Ballot (if applicable)		883358	1.21	883160	198	99.98	0.02
	Total	72705032	1728783	1.22	1728412	371	99.98	0.02
Total		693477912	560117128	80.77	560812164	149974	99.97	0.03

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ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

Resolution No : 3 -Special resolution to amend the Clause V of the Memorandum of Association

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	519826540	517526540	99.56	517526540	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		519826540	517526540	99.56	517526540	0	100.00
Public - Institutions	E-Voting	100946340	41706815	41.32	41557212	149603	99.64	0.36
	Poll							
	Postal Ballot (if applicable)							
	Total		100946340	41706815	41.32	41557212	149603	99.64
Public -Non Institutions	E-Voting	72705032	848360	1.17	847807	553	99.93	0.07
	Poll							
	Postal Ballot (if applicable)		868573	1.19	856213	12360	98.58	1.42
	Total		72705032	1716933	2.36	1704020	12913	99.25
Total		693477912	560950288	80.89	560787772	162516	99.97	0.03



Resolution No : 4 -Special resolution to amend the Article 3 of the Articles of Association

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	519826540	517526540	99.56	517526540	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		519826540	517526540	99.56	517526540	0	100.00
Public - Institutions	E-Voting	100946340	41706815	41.32	41557212	149603	99.64	0.36
	Poll							
	Postal Ballot (if applicable)							
	Total		100946340	41706815	41.32	41557212	149603	99.64
Public -Non Institutions	E-Voting	72705032	850348	1.17	849675	673	99.92	0.08
	Poll							
	Postal Ballot (if applicable)		818692	1.13	806542	12150	98.52	1.48
	Total		72705032	1669040	2.30	1656217	12823	99.23
Total		693477912	560902395	80.88	560739969	162426	99.97	0.03



S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated

Date: 11.07.2016

SCRUTINIZER'S REPORT

The Managing Director

M/s. Berger Paints India Limited.
129, Park Street,
Kolkata-700017

Re: Postal Ballot pursuant to the notice dated 30th May, 2016

Dear Sir,

1. The Board of Directors of the company appointed us as a Scrutinizer for conducting the postal ballot voting process.
2. Accordingly, we submit our report pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as under:
 - 2.1 The company completed on 10.06.2016 the despatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 03.06.2016.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been maintained for the purpose in soft mode and print outs have also been taken.
 - 2.3 The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
 - 2.4 The postal ballot envelopes were opened with our authority.
 - 2.5 The postal ballot forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 03.06.2016 and the same were processed by the STA of the Company M/s CB Management Services (P) Ltd.
 - 2.6 All postal ballot forms received upto Sunday, 10th day July, 2016 the last date and time fixed by the company for receipt of the forms, were considered for our scrutiny.
 - 2.7 Envelopes containing postal ballot forms received after 10.07.2016 were not considered. NIL no. of envelopes were received on 11.07.2016.
 - 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 124.
 - 2.9 Option for e-voting was also given to the shareholders through CB Management Services (P) Ltd (STA) who facilitated e-voting.



2.10 E-voting was done through NSDL platform.

2.11 The results of e-voting have also been taken into consideration while calculating the result of the postal ballot process

3. A summary of the postal ballot forms / e-voting is given below:

		Physical				E-Voting			
A	Number of the postal ballot forms received								
	(i) Valid					528			
	(ii) Invalid/Rejected					49			
No. of valid votes (Shares)									
B	Number of votes cast for the Resolution no.1	Physical Shares	%	e-voting Shares	%	Total Shares	%		
	(i) Votes cast in favour of Resolution	9,01,555	98.95%	55,99,41,017	99.97%	56,08,42,572	99.97%		
	(ii) Votes cast against Resolution	9,610	1.05%	1,49,920	0.03%	1,59,530	0.03%		
	Total Votes Cast	9,11,165	100.00%	56,00,90,937	100.00%	56,10,02,102	100.00%		
C	Number of votes cast for the Resolution no.2	Physical Shares	%	e-voting Shares	%	Total Shares	%		
	(i) Votes cast in favour of Resolution	8,83,160	99.98%	55,99,29,004	99.97%	56,08,12,164	99.97%		
	(ii) Votes cast against Resolution	198	0.02%	1,49,776	0.03%	1,49,974	0.03%		
	Total Votes Cast	8,83,358	100.00%	56,00,78,780	100.00%	56,09,62,138	100.00%		
D	Number of votes cast for the Resolution no.3	Physical Shares	%	e-voting Shares	%	Total Shares	%		
	(i) Votes cast in favour of Resolution	8,56,213	98.58%	55,99,31,559	99.97%	56,07,87,772	99.97%		
	(ii) Votes cast against Resolution	12,360	1.42%	1,50,156	0.03%	1,62,516	0.03%		
	Total Votes Cast	8,68,573	100.00%	56,00,81,715	100.00%	56,09,50,288	100.00%		
E	Number of votes cast for the Resolution no.4	Physical Shares	%	e-voting Shares	%	Total Shares	%		
	(i) Votes cast in favour of Resolution	8,06,542	98.52%	55,99,33,427	99.97%	56,07,39,969	99.97%		
	(ii) Votes cast against Resolution	12,150	1.48%	1,50,276	0.03%	1,62,426	0.03%		
	Total Votes Cast	8,18,692	100.00%	56,00,83,703	100.00%	56,09,02,395	100.00%		

Accordingly all the four Resolutions have been passed as Special Resolutions with requisite majority.

4. The Register, all other papers and relevant records relating to electronic voting / voting by Postal ballots shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Meeting whereafter the same will be handed over to the Company Secretary for safe keeping.

5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 11.07.2016

Encl: As above



Name & signature of Scrutinizer

S.M. Gupta
(S.M. Gupta)
S.M.Gupta & Co.
F.C.S.-896
C.P.- 2053