



REF. STOCK. EXG/ AS/ 2017-18 (3)

12th June, 2017

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 : Alteration of the Object Clause of the
Memorandum of Association of the Company**


Further to our letter dated 30th May, 2017, we enclose in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice dated 30th May, 2017 together with Explanatory Statement, seeking approval of the Members of the Company for *Alteration of the Object Clause of the Memorandum of Association of the Company* through Postal Ballot and e-voting. A specimen Postal Ballot Notice and e-voting Form are enclosed.

This is for your information and record.

Thanking You

Yours faithfully,

For **BERGER PAINTS INDIA LIMITED**


ANRUDDHA SEN
SR. VICE PRESIDENT &
COMPANY SECRETARY

Encl.: a/a



BERGER PAINTS INDIA LIMITED

(CIN : L51434WB1923PLC004793)

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

Phone Nos. : 033 2229 9724-28; Fax No.: 033 2227 7288

Website : www.bergerpaints.com, Email : consumerfeedback@bergerindia.com

TO THE MEMBERS OF THE COMPANY

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014, ('the Rules') including any statutory modification or re-enactment hereof for the time being in force and subject to other applicable laws and regulations, that the resolution appended below is proposed to be passed by postal ballot / e-voting:

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as a Special Resolution :-

“RESOLVED THAT pursuant to the provisions of Sections 13 and 110 of the Companies Act, 2013 read with the Companies Incorporation Rules, 2014 and Companies (Management and Administration Rules), 2014 and all other applicable laws and regulations and subject to such approvals as may be required, the Object Clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following new sub-clause 4A after the existing sub-clause 4 in Clause III of the Memorandum of Association of the Company:

“(4A) To manufacture, fabricate, produce, mix or prepare, refine, extract, process, formulate, pack, repack, finish, buy, sell, market, import, export, distribute, acquire, hire, trade, deal in and deal with, store, enrich and generally to carry on business in or otherwise deal with adhesives, sealants, gums, binders and glues, primers, hardeners, art and craft materials of every description, adhesive tapes, papers and products and chemicals related to home improvement and decor including interior and exterior furnishers and decorators for homes, offices, factories or any other building and all types of items/products of exterior and interior decoration/furnishing, laminates, partitions, panel products, rods, plywood, doors, windows made from wood, board, aluminium, venetian blinds, grills, door closures, all types of fittings, hardware, glasses, mirrors, sun films, wall paper (paintable and non-paintable), decorative items made of glass, brass, copper, other metals, etc., wall cladding, leatherette cloth, all types of building materials, flooring materials which include tiles, wooden flooring, flooring

laminates, industrial flooring, all types of roofing materials, shingles, insulation materials including external thermal insulation composite systems, other insulation systems, waterproofing materials and any other material or product or chemical or system or service related to construction, buildings including pre-fabricated buildings and architectural work of any nature.

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.”

By Order of the Board

Sd/-

Aniruddha Sen

Sr. Vice President & Company Secretary

Place : Kolkata

Dated: 30th May, 2017

NOTES :

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 is appended herein below.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners/Records of Depositories as on 2nd June, 2017. The Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participant (in case of electronic share holding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose e-mail addresses are not registered, physical copies of the Notice are being sent in the manner prescribed.
3. The voting through Postal Ballot/e-voting will commence from Friday, 16th June, 2017 (9 am IST) and will end on Saturday, 15th July, 2017 (5 pm IST). Postal Ballots received after the said date will be treated as not having been received.
4. The Members can opt for only one mode of voting, i.e either by physical ballot or by e-voting. In case any

Member casts votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot form will be treated as invalid.

5. Members desiring to exercise vote either by Postal Ballot or by e-voting are requested to carefully read the instructions printed on the reverse of the enclosed Postal Ballot Form.
6. 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 e-voting on all resolutions set forth in this Notice. The result will also be displayed on their website **www.evoting.nsdl.com**.
7. The Board of Directors of the Company have appointed Mr. A. K. Labh (FCS 4848 / CP 3238), Practising Company Secretary of M/s. A. K. Labh & Co., as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers and the votes received electronically from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and, in his absence, to the Company Secretary of the Company. The Scrutinizer's decision on the validity of a Postal Ballot/e-voting shall be final and binding.
8. A copy of the Memorandum and Articles of Association together with a copy incorporating the proposed alterations thereto of the Company will be available for inspection at the Registered Office of the Company, on all working days, excluding Saturdays, Sundays and national holidays between 2 and 5 p.m. till the last date of receiving the Postal Ballots by Scrutinizer i.e Saturday, 15th July, 2017.
9. The e-voting period commences on Friday, 16th June, 2017 (9 a.m. IST) and will end on 15th July, 2017 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 2nd June, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change subsequently.
10. The voting rights of Members shall be in proportion to the number of shares held by them each fully paid up in the paid up Equity Share Capital of the Company as on 2nd June, 2017.
11. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence, by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders have assented to the Resolution. The result of the Postal Ballot will be declared on 17th July, 2017 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website i.e., **www.bergerpaints.com** besides communicating the same to the BSE Limited, The National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Company is considering the business opportunities available in various areas relating to the home decor and construction industry as well as adhesives and other related materials, where the Company's manufacturing facilities and marketing network can be conveniently used. The Company intends to engage in the business of manufacture and selling of adhesives, sealants, gums, binders and glues, primers, hardeners, art and craft materials of every description, adhesive tapes, papers and products and chemicals related to home improvement and decor including interior and exterior furnishers and decorators for homes, offices, factories or any other building and all types of items/products of exterior and interior decoration/furnishing, laminates, partitions, panel products, rods, plywood, doors, windows made from wood, board, aluminium, venetian blinds, grills, door closures, all types of fittings, hardware, glasses, mirrors, sun films, wall paper (paintable and non-paintable), decorative items made of glass, brass, copper, other metals, etc., wall cladding, leatherette cloth, all types of building materials, flooring materials which include tiles, wooden flooring, flooring laminates, industrial flooring, all types of roofing materials, shingles, insulation materials, including external thermal insulation composite systems, other insulation systems, waterproofing materials and any other material or product or chemical or system or service related to construction, buildings including pre-fabricated buildings and architectural work of any nature.

To enable the Company to pursue the aforesaid businesses, it is proposed to alter the Object Clause of the Memorandum of Association (MOA) of the Company as set forth in the special resolution proposed in this Notice. As per Sections 13 and 110 of the Companies Act, 2013 read with the Companies Incorporation Rules, 2014 and Companies (Management and Administration Rules), 2014 and all other applicable laws and regulations and subject to such approvals as may be required, the Object Clause of the MOA can be altered by a special resolution passed by the Members of the Company by way of postal ballot.

The Board of Directors of the Company recommends the resolution set out in this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in anyway, concerned or interested, financially or otherwise, in the aforementioned resolution.

By Order of the Board

Sd/-

Aniruddha Sen

Sr. Vice President & Company Secretary

Place : Kolkata

Dated: 30th May, 2017



BERGER PAINTS INDIA LIMITED

(CIN : L51434WB1923PLC004793)

Registered Office : Berger House, 129 Park Street, Kolkata - 700 017

Phone Nos. : 033 222 99724 - 28; Fax Nos. : 033 2227 7288

Website : www.bergerpaints.com, Email : consumerfeedback@bergerindia.com

POSTAL BALLOT FORM

Ballot No. :

Env. No. :

1. Name & Registered Address of the Sole/
first named Members (IN BLOCK LETTERS) :
2. Name of the Joint holder (s), if any :
(IN BLOCK LETTERS)
3. Registered Folio Number/DP ID No. :
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 30th May, 2017, by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below :

Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
Alteration of the Object Clause of the Memorandum of Association of the Company			



Place :

Date :

Signature of Member / Authorised Signatory

ELECTRONIC VOTING PARTICULARS

(EVEN) (E-Voting Event Number)	USER ID	PASSWORD

PROCEDURE FOR E-VOTING

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories) :**
- i. Open email and also 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 e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits character or a combination of both.
 - vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
 - viii. Select "EVEN" (E Voting Event Number) of Berger Paints India Limited. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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 to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii. 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.nsd.com or call on toll-free no.1800-222-990. You may also send your queries / grievances relating to e-voting to Mr. Amit Banerjee, M/s C B Management Services (P) Ltd. Tel. No. 033 -40116722, e-mail: a.banerjee@cbmsl.com.
- B. In case a Member receives physical copy of the Notice (for Members whose e-mail addresses are not registered with the Company/ Depositories) :**
- i. Initial password is provided at the bottom of the Postal Ballot Form : EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No.(ii) to Sl. No. (xiii) above, in case you like to cast your vote through e-voting.

PLEASE NOTE THAT

- 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.
- Your user ID and password can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT

- i. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballots deposited in person or sent by courier or by registered/speed post, at the expense of the Member, will also be accepted. No other form or photocopy of the Postal Ballot form will be accepted.
- ii. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- iii. The Postal Ballot form should be completed and signed by the Member and in case of joint holding, the form should be completed and signed by the first named Member and in his absence, the next named Member, as per the specimen signature recorded with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively.
- iv. In case of shares held by institutions, companies, trusts, societies etc. (i.e., other than individuals, HUF, NRI etc.) completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate Authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
- v. Unsigned, incomplete, unticked and incorrect in any manner, such Postal Ballot Form will be rejected.
- vi. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of the working hours (05:00PM) on 15th July, 2017 at the address as appearing in the self-addressed Business Reply Envelope. Postal Ballot Forms received after the above date will be treated as if reply from such Members has not been received.
- vii. Mr. A. K. Labh, Practising Company Secretary (FCS-4848/CP-3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer for e-voting and the voting through postal ballot.
- viii. A Member may request for duplicate ballot form if so required from M/s CB Management Services (P) Ltd., P22 Bondel Road, Kolkata - 700 019, fill in the details and send the same to the Scrutinizer as mentioned in (vi) above.
- ix. Please put tick mark (✓) in the appropriate column for voting in favour (assent) or against (dissent) the particular resolution.
- x. There shall be one ballot for every folio/DPID & Client ID irrespective of the number of joint holders.
- xi. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope.