A. K. LABH
FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary

A. K. LABH & Co.
Company Secretaries
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Mobile : 98300-55689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
of the 100th Annual General Meeting of
Berger Paints India Limited
Berger House
129, Park Street
Kolkata - 700 017

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 100th Annual General Meeting ("AGM") of the members of "***Berger Paints India Limited***" ("*Company*") held on Monday, the 12th day of August, 2024 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 15th day of May, 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

ACCREDITED

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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Friday, the 9th day of August, 2024 up to 5:00 P.M. IST on Sunday, the 11th day of August, 2024.

2. The shareholders holding shares as on the "cut off" date, i.e. the 5th day of August, 2024 were entitled to vote on the proposed 11 (Eleven) resolutions as mentioned in the Notice of the AGM dated the 15th day of May, 2024.

3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.

4. The votes were unblocked on Monday, the 12th day of August, 2024 around 01:45 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.

5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

6. The combined result of the remote e-voting and e-voting at the AGM **[EVEN : 129318]** are as under:

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<A> ***ORDINARY BUSINESS:***

a) Resolution 1 : Ordinary Resolution

Approval of Audited financial statements (including the audited consolidated financial statements) for the year ended 31st March, 2024, the report of the Board of Directors along with relevant Annexures and that of the Statutory Auditors

(i) Voted ***in favour*** *of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	856	1028545810	
E-voting at AGM	10	15645	
Total	**866**	**1028561455**	**99.9808%**

(ii) Voted ***against*** *the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	20	197090	
E-voting at AGM	0	0	
Total	**20**	**197090**	**0.0192%**

(iii) ***Invalid*** *Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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b) Resolution 2 : Ordinary Resolution

Payment of Dividend for the financial year ended 31st March, 2024

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	856	1028717064	
E-voting at AGM	10	15645	
Total	**866**	**1028732709**	**99.9975%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	18	25720	
E-voting at AGM	0	0	
Total	**18**	**25720**	**0.0025%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

A. K. LABH & Co. Kolkata Company Secretaries

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c) Resolution 3 : Special Resolution

Re-appointment of Mr. Kuldip Singh Dhingra (DIN: 00048406), as a Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	800	1001810039	
E-voting at AGM	10	15645	
Total	**810**	**1001825684**	**99.8323%**

*(ii) Voted **against** the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	65	1683379	
E-voting at AGM	0	0	
Total	**65**	**1683379**	**0.1677%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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d) Resolution 4 : Special Resolution

Re-appointment of Mr. Gurbachan Singh Dhingra (DIN: 00048465), as a Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	785	1000385327	
E-voting at AGM	10	15645	
Total	**795**	**1000400972**	**99.6903%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	79	3108087	
E-voting at AGM	0	0	
Total	**79**	**3108087**	**0.3097%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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<B> *SPECIAL BUSINESS:*

e) Resolution 5 : Special Resolution

Re-designation of Ms. Rishma Kaur (DIN: 00043154) from an Executive Non-Independent Director to Non-Executive Non-Independent Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	741	924455912	
E-voting at AGM	10	15645	
Total	**751**	**924471557**	**96.4792%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	113	33736525	
E-voting at AGM	0	0	
Total	**113**	**33736525**	**3.5208%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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f) **Resolution 6 : Special Resolution**

Re-designation of Mr. Kanwardip Singh Dhingra (DIN: 02696670) from an Executive Non-Independent Director to Non-Executive Non-Independent Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	740	924455760	
E-voting at AGM	9	15642	
Total	**749**	**924471402**	**96.4791%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	115	33738021	
E-voting at AGM	1	3	
Total	**116**	**33738024**	**3.5209%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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g) Resolution 7 : Special Resolution

Increase in managerial remuneration paid/payable to Mr. Abhijit Roy (DIN: 03439064), Managing Director and Chief Executive Officer of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	781	1026068565	
E-voting at AGM	9	15642	
Total	**790**	**1026084207**	**99.7405%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	87	2670092	
E-voting at AGM	1	3	
Total	**88**	**2670095**	**0.2595%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

A. K. LABH & CO. ★ Company Secretaries ★ Kolkata

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h) Resolution 8 : Special Resolution

Re-appointment of Dr. Anoop Kumar Mittal (DIN: 05177010) as an Independent Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	812	1027559171	
E-voting at AGM	10	15645	
Total	**822**	**1027574816**	**99.8853%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	54	1179473	
E-voting at AGM	0	0	
Total	**54**	**1179473**	**0.1147%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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i) Resolution 9 : Special Resolution

Appointment of Mr. Subir Bose (DIN: 00048451) as an Independent Director of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	800	979921991	
E-voting at AGM	10	15645	
Total	**810**	**979937636**	**99.6424%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	55	3516890	
E-voting at AGM	0	0	
Total	**55**	**3516890**	**0.3576%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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j) Resolution 10 : Special Resolution

Payment of Commission to Non-Executive Directors including Independent Directors

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	648	947094344	
E-voting at AGM	10	15645	
Total	**658**	**947109989**	**96.3042%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	210	36346884	
E-voting at AGM	0	0	
Total	**210**	**36346884**	**3.6958%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

A. K. LABH & CO. Kolkata Company Secretaries

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k) Resolution 11 : Ordinary Resolution

Ratification of remuneration to be paid to the Cost Auditors of the Company for the financial year 2024-25

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	839	1028714317	
E-voting at AGM	10	15645	
Total	**849**	**1028729962**	**99.9976%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	30	24981	
E-voting at AGM	0	0	
Total	**30**	**24981**	**0.0024%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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7. All the resolutions proposed hereinabove have been passed with requisite majority.

8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries

A. K. LABH & Co. Kolkata Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS : 4848 / CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848F000958581

Place : Kolkata
Dated: 12-08-2024

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MEMBER OF MULTILATERAL RECOGNITION ARRANGEMENT IAF

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Witness:

1. Rohit Kumar

(Rohit Kumar)
Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

2.

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060

A. K. LABH & CO. Kolkata Company Secretaries

Received the Report of the Scrutinizer
For **Berger Paints India Limited**

(Arunito Ganguly)
Vice President & Company Secretary
FCS 9285