Berger Paints India Limited

(CIN: L51434WB1923PLC004793)
Registered Office: Berger House, 129, Park Street, Kolkata 700 017
Corporate Office: Plot No. CF-4, Action Area-IC New Town, Kolkata 700 156, **Telephone:** 91477 20400
Website: www.bergerpaints.com, **E-mail:** consumerfeedback@bergerindia.com

INFORMATION AT A GLANCE

Details and Type of the Resolutions	:	**Special Resolution** 1) Appointment of Mr Navjeet Singh Sobti (DIN: 00008393) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5 (five) consecutive years i.e. from 1st September, 2026 up to 31st August, 2031. **Special Resolution** 2) Appointment of Mr Amardeep Jain (DIN: 11172624) as a Whole-time Director of the Company, liable to retire by rotation and to hold office for a period of 5 (five) consecutive years i.e., from 1st September, 2026 up to 31st August, 2031.
Cut-off date for sending the Notice to eligible shareholders	:	Friday, 28th August, 2026
Cut-off date for determining eligibility for e-voting	:	
E-voting start date and time	:	Monday, 7th September, 2026 at 9.00 a.m. (IST)
E-voting end date and time	:	Tuesday, 6th October, 2026 at 5.00 p.m. (IST)

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure to cast the vote, forms part of the Notes to this Notice.

The e-voting period commences from **09:00 A.M. (IST) on Monday**, **7th September, 2026** and ends at **05:00 P.M. (IST) on Tuesday, 6th October, 2026**.

At its meeting held on Monday, 31st August, 2026 the Board of Directors appointed Mr A.K. Labh, Practising Company Secretary (FCS: 4848 and COP No.: 3238) of M/s A.K. Labh & Co., Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to the BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited where the equity Shares of the Company are listed. The results will also be uploaded on the Company's website at **www.bergerpaints.com**.

SPECIAL BUSINESSES:

1. **Appointment of Mr Navjeet Singh Sobti (DIN: 00008393) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendation of the Compensation and Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr Navjeet Singh Sobti (DIN: 00008393), who has been appointed as an Additional Director (designated as an Independent Director) of the Company by the Board of Directors of the Company with effect from 1st September, 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the

Listing Regulations and holds office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 1st September, 2026 up to 31st August, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include any Committee thereof including the Compensation and Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

2. **Appointment of Mr Amardeep Jain (DIN: 11172624) as the Whole-time Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendation of the Compensation and Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr Amardeep Jain (DIN: 11172624), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st September, 2026 and holds office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendation of the Compensation and Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr Amardeep Jain (DIN: 11172624) as Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st September, 2026 up to 31st August, 2031on the following terms :

(a) Remuneration including perquisites and contributions for retirement benefits : Upto a maximum of Rs 210 lakhs per annum;

(b) Expenses incurred towards communication facilities such as cell phones, residential phone and rental charges thereof, medical insurance coverage for self and family as per the Company's Rules, encashment of leave at the end of the tenure as per the Company's Rules and fees of club subject to maximum of one club will not be included for the purpose of computation of the aforesaid ceiling of remuneration;

(c) Mr Jain will be entitled to receive equity stock options and / or equity linked instruments (including options / warrants) and / or restricted stock units exercisable into equity share 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 from time to time and the same and any monetary value thereof will not be included for the purpose of computation of the aforesaid ceiling of remuneration;

(d) Mr Jain will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. Mr Jain will act in accordance with the Articles of Association of the Company, abide by the provisions contained in Section 166 of the Act with regard to duties of directors and will adhere to the Company's Code of Conduct and all other applicable policies;

(e) The office of the Whole time Director may be terminated by any of the Company or the Whole time Director by giving the other Party 3 (three) months' prior notice in writing;

(f) Where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr Jain shall be paid minimum remuneration as may be determined by the Board of Directors (which shall be deemed to include any Committee thereof including the Compensation and Nomination and Remuneration Committee) which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration allowed to him within the limit as prescribed under Section II, Part II of Schedule V of the Companies Act, 2013 and shall be construed as in compliance of sub-section (11) of Section 197 of the Act.

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 authorized to finalize the remuneration to be received by Mr Jain every year within the aforesaid limit and the Board of Directors or the Compensation and Nomination and Remuneration Committee be is also hereby authorized to settle any question or difficulty in connection herewith and incidental hereto."

By Order of the Board of Directors
Arunito Ganguly (FCS – 9285)
Vice President & Company Secretary

Place : Kolkata
Dated : 31st August, 2026

NOTES :

1. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended below.

2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 28th August, 2026 and whose e-mail IDs are registered with the Company / Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8.

3. In accordance with the MCA Circulars, printed copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 28th August, 2026 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 28th August, 2026 being the cut-off date fixed for the purpose.

5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members for voting on the resolutions set forth in the Notice. For this purpose, the Company has availed the service of National Securities Depository Limited (NSDL).

6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at **www.bergerpaints.com**, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively.

7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Monday, 7th September, 2026 basis the request being sent to at mail id **sumandey@bergerindia.com** with c.c. to **rajibde@bergerindia.com** with mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

8. Those Members who are holding shares in share certificate form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to

investor.helpdesk@in.mpms.mufg.com from their registered email address:

M/s MUFG Intime India Private Limited [pursuant to merger with C.B Management Services (P) Ltd.], Rasoi Court, 20 R.N. Mukherjee Road, 5th Floor, Kolkata – 700001

9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 8th October, 2026. The Resolutions, if passed by requisite majority shall be deemed to have been passed on 6th October, 2026 being the last date specified by the Company for e-voting.

   The declared results along with the Report of the Scrutinizer shall be forwarded to BSE Limited the National Stock Exchange of India Limited and Calcutta Stock Exchange Limited and shall be uploaded on the website of the Company i.e.,**www.bergerpaints.com.**

10. The instructions for Members for e-voting are as under:

    (a) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

    (b) Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

    (c) Method of login for Individual Members holding the securities in demat mode:

Step 1 :

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After

	successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as

	per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Step 2:

Information and Instructions for e-voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares of the Company in physical mode:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 3

Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" (141995) of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **aklabhcs@gmail.com** with a copy marked to **evoting@nsdl.com**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

   Please note that in case of Non-Individual Shareholders (i.e. other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter/ Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 User Details/Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, NSDL at **evoting@nsdl.com.**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **sumandey@bergerindia.com / rajibde@bergerindia.com**.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

ITEM NO. 1

Based on the recommendation of the Compensation and Nomination and Remuneration Committee, the Board had, at its meeting held on Monday, 31st August, 2026 approved the appointment of Mr Navjeet Singh Sobti [Mr Sobti (DIN : 00008393)], as an Additional Director of the Company, with effect from 1st September, 2026. The Board has also approved the appointment of Mr Sobti as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 1st September, 2026 up to 31st August, 2031 in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association. Mr Sobti has filed declaration of independence and is deemed to be independent within the meaning of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to Section 149(13) of the Act, Mr Sobti will not be liable to retire by rotation. Appointment of Mr Sobti is subject to approval of the shareholders of the Company.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr Sobti shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr Sobti is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has also received a notice in writing from a Member in terms of Section 160 of the Act proposing the candidature of Mr Sobti for appointment as an Independent Director as per the provisions of Sections 149 and 152 of the Act.

Mr Sobti is not debarred from holding office of a Director by virtue of any SEBI Order or Order of any such Authority.

Mr Sobti is a Fellow Member of the Institute of Chartered Accountants of India. He is an accomplished business leader with extensive experience in business development, start-ups and joint ventures, mergers and acquisitions. Being a Chartered Accountant by profession, Mr Sobti excels at successfully implementing business strategies, operational enhancement advisory services, corporate restructuring, development and structuring of operational and financial solutions.

In terms of the provisions of the Act, Mr Sobti has filed requisite consent(s) / disclosures before the Board. As required under Regulation 25(8) of the Listing Regulations, Mr Sobti has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr Sobti has registered himself with the Indian Institute of Corporate Affairs (IICA) and his name is included in the Independent Directors' data bank as maintained by IICA. In the opinion of the Board, Mr Sobti meets the criteria of

Independence as stipulated under Section 149(6) of the Act and Rules framed and is independent of the management.

Mr Sobti is entitled to commission on net profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Directors) as computed in the manner referred to in Section 198 of the Act and Rules framed thereunder.

The copy of the draft letter of appointment, setting out the terms and conditions of Mr Sobti's appointment and all other documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the Members electronically. Members seeking to inspect the same are requested to follow the procedure as mentioned in Note 7 to this Notice.

The Board considers it desirable that the Company should avail itself of the services of Mr Sobti and recommends the resolution as set out in Item No. 1 for approval of the Members by way of Special Resolution.

Except Mr Sobti, and his relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in Resolution No. 1 as contained in this Notice.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice.

ITEM NO. 2

Based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board of Directors (the Board) had, at its meeting held on Monday, 31st August, 2026, approved the induction of Mr Amardeep Jain (DIN: 11172624) as an Additional Director to the Board of Directors of the Company with effect from 1st September, 2026 and appointed him as Whole-time Director of the Company for a term of 5 (five) consecutive years effective 1st September, 2026, subject to approval of the shareholders of the Company.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr Jain shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr Jain is eligible to be appointed as a Whole-time-director of the Company for a term of 5 (five) consecutive years. The Company has also received a notice in writing from a Member in terms of Section 160 of the Act proposing the candidature of Mr Jain for his appointment.

Accordingly, approval of the Shareholders is being sought for the appointment of Mr Amardeep Jain "Mr Jain") as a Whole-time Director of the Company to hold office for a period of 5 (five) consecutive years i.e., from 1st September, 2026 up to 31st August, 2031 on the terms and conditions as elaborated in the resolution vide Item No. 2 of the Notice.

Mr Amardeep Jain is a Chemical Engineer from IIT Delhi and possesses necessary expertise and has 20 years' experience in the paint and process industry including the experience of working with leading paint companies and other leading corporates in India and has consistently demonstrated excellence in large scale manufacturing process optimization, strategic project execution and organization building and was also the Plant Head of one of the largest plants of a leading paint manufacturing company in India as its Associate General Manager – Manufacturing.

The copy of the draft letter of appointment, setting out the terms and conditions of Mr Jain's appointment and all other documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the Members electronically. Members seeking to inspect the same are requested to follow the procedure as mentioned in Note 7 to this Notice.

The Board considers it desirable that the Company should avail itself of the services of Mr Jain and recommends the resolution as set out in Item No. 2 for approval of the Members by way of Special Resolution.

Except Mr Jain, and his relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in Resolution No. 2 as contained in this Notice.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice.

By Order of the Board of Directors
Arunito Ganguly (FCS – 9285)
Vice President & Company Secretary

Place : Kolkata
Dated : 31st August, 2026

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director	Mr Navjeet Singh Sobti	Mr Amardeep Jain
DIN	00008393	11172624
Date of Birth	20th August, 1967	10th March, 1981
Age	59 Years	45 Years
Brief Resume of the Director & Expertise in specific functional areas	Mr Sobti is a Fellow Member of the Institute of Chartered Accountants of India. He is an accomplished business leader with extensive experience in business development, start-ups and joint ventures, mergers and acquisitions.	Mr Jain has 20 years' experience in the paint and process industry including the experience of working with leading paint companies and other leading corporates in India and has consistently demonstrated excellence in large scale manufacturing process optimization, strategic project execution.
Category of Director	Non-Executive, Independent	Executive, Non-Independent
Date of first appointment on the Board	Not Applicable	Not Applicable
Qualification	Fellow Member of the Institute of Chartered Accountants of India	Chemical Engineer from IIT Delhi
Terms & Conditions of appointment	Appointment as an Independent Director for a period of 5 (five) consecutive years effective from 1st September, 2026 up to 31st August, 2031 For further details, refer Notice and Explanatory Statement	Appointment as the Whole-time Director, for a period of 5 (five) consecutive years effective from 1st September, 2026 up to 31st August, 2031. For further details, refer Notice and Explanatory Statement

The skills and capabilities required for the role and the manner in which Mr Navjeet Singh Sobti meet such requirement for his appointment	Mr Sobti's rich experience in successfully implementing business strategies, operational enhancement advisory services, corporate restructuring, development and structuring of operational and financial solutions would help the Company grow in this competitive environment and in its future endeavors.	NA
Directorship held in other listed entities	Nil	Nil
Names of the listed entities from which the Director has resigned in the past three years	Nil	Nil
Membership/ Chairpersonship of Committees in other companies	Premiere Green Innovations Private Ltd. – CSR Committee, Chairman	Nil
No. of Board Meetings attended during FY 2026-27 (up to the date of this Notice)	Nil	Nil
Details of remuneration last drawn	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Refer Explanatory Statement	Refer Explanatory Statement
No. of shares held in the Company (as on the date of this Notice):		
(a) Own	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil
Inter se relationship between Directors	Not Applicable	Not Applicable

By Order of the Board of Directors

Place : Kolkata

Arunito Ganguly (FCS – 9285)

Dated : 31st August, 2026

Vice President & Company Secretary