

BERGER PAINTS INDIA LIMITED

(CIN : L51434WB1923PLC004793)

Registered Office: Berger House, 129 Park Street, Kolkata – 700017
Phone Nos. : 033 2249 9754-58; Fax Nos.: 033 2227 7288, 22299724 / 28
Website : www.bergerpaints.com

NOTICE

Notice is hereby given that the Ninetieth Annual General Meeting of Berger Paints India Limited will be held at Kalamandir, 48, Shakespeare Sarani, Kolkata – 700 017 on Friday, 1st August, 2014 at 11 a.m. to transact the following business :-

ORDINARY BUSINESS

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

1. “RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the Audited Statement of Profit and Loss for the year ended 31st March, 2014, the Reports of the Directors and the Auditors be and are hereby received, considered and adopted.”
2. “RESOLVED THAT a dividend of ₹ 2.20 per share (110%) on the paid up Ordinary (Equity) Shares of ₹ 2/- each of the Company for the year ended 31st March, 2014, be and is hereby declared to be paid to the Members of the Company whose names appear in the Register of Members of the Company as on 1st August, 2014 or to their mandates”.
3. “RESOLVED THAT Mr. Kuldip Singh Dhingra, 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 Messrs Lovelock & Lewes, retiring auditors, having offered their services and being eligible under Section 141 of The Companies Act, 2013 be and are hereby appointed as Auditors of the Company to hold office until conclusion of the next Annual General Meeting and the Board of Directors be and are hereby authorised to fix their remuneration.”

By Order of the Board

Kolkata
Dated : 30th May, 2014

Aniruddha Sen
Sr. Vice President & Company Secretary

Notes :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. 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 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 Members not exceeding fifty 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 act as proxy for any other person or Member.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 18th July, 2014 to 1st August, 2014, both days inclusive.
3. Dividend, if declared, will be paid on or before 12th August, 2014 to those Members (or to their mandates) entitled thereto and whose names shall appear on the Register of Members of the Company as on 1st August, 2014.



4. Members are requested to notify any change in their address immediately to CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Share Registrars of the Company for shares held in physical form. For those shareholders who hold their shares in dematerialized form, they need to lodge their requests for change of address, if any, with their respective Depository Participants.
5. 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 the expiry of seven years from the date they become due for payment.
6. As per current SEBI Regulations, dividend is required to be credited to shareholders 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.
7. Members interested in nomination in respect of shares held by them may write to CB Management Services (P) Limited for the prescribed form. Alternatively, the said form can be downloaded from the Company's website www.bergerpaints.com under 'Investor Services' section.
8. Members are to inform of their current email ID to us in compliance of Green Initiative as per Ministry of Corporate Affairs' circular on this subject.
9. For shares held in physical form, you may initiate action to get your 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.
10. As on 31st March, 2014, 14,64,229 equity shares of ₹ 2/- each fully paid up have remained unclaimed by 1,049 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 II of Corporate Governance Report.
11. In compliance with the provisions of Section 108 of The Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under :

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories), the following steps are to be followed:
 - i. Open the e-mail and also open PDF file namely "Berger 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. Open the internet browser and type the following URL: <https://www.evoting.nsdl.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 or characters or a combination of both. Please take utmost care to keep your password confidential.
 - 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 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to smguptaandco@yahoo.co / smguptaandco@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any query, you may refer the Frequently Asked Questions (FAQs) of NSDL under - “Shareholders and e-voting user manual - Shareholders” available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company / Depositories), the following steps are to be followed :
- i. To refer to the attached instruction sheet wherein the e-voting particulars viz. initial password alongwith the EVEN (E-Voting Event Number) and user ID can be found for use.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above in order to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Wednesday, 23rd July, 2014 (9 a.m. IST) and ends on Friday, 25th July, 2014 (6 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 13th June, 2014, 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 a Member, the Member shall not be allowed to change it subsequently.
 - ii. 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 13th June, 2014.
 - iii. Mr. S. M. Gupta, Practising Company Secretary (Membership No. FCS 896), has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bergerpaints.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Ninetieth AGM of the Company to be held on 1st August, 2014 and shall be communicated to The National Stock Exchange of India (NSE), BSE Limited and The Calcutta Stock Exchange Limited (CSE).

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

INFORMATION RELATING TO DIRECTOR PROPOSED TO BE RE-APPOINTED UNDER CLAUSE 49 OF THE LISTING AGREEMENTS WITH STOCK EXCHANGES

	Item No. 3
Name of Director	Mr. Kuldip Singh Dhingra
Date of Birth	2 nd September, 1947
Date of Appointment	17 th July, 1991
Qualification	Science Graduate
Expertise in specific functional areas	<ul style="list-style-type: none"> • Mr. Dhingra is an industrialist and has vast and rich business experience and is on the Board of a number of companies. • Has a long and varied experience in paint industry.
List of public companies in which outside directorship is held as on March 31, 2014	<ul style="list-style-type: none"> • UK Paints India Ltd. • Citland Commercial Credit Ltd. • BJN Paints India Ltd. • Seaward Packaging Ltd. • United Stock Exchange of India Ltd.
Chairman / Member of the committees of the boards of the companies on which he is a Director as on March 31, 2014	Mr. Dhingra does not hold any committee position in the companies in which he is a Director, other than those of the Company
Shareholding in the Company	1,07,385
<i>Interse</i> relationship between Directors	Brother of Mr. G. S. Dhingra, Vice-Chairman