



11th July, 2019

Ref. STOCK EXG/AS/2019

The Corporate Relationship Department BSE Limited 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No.-C/1, 'G' Block, Bandra- Kurla Complex, Bandra (E) Mumbai - 400051	Listing Department Calcutta Stock Exchange Limited 7 Lyons Range, Kolkata-700001
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Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance

Enclosed please find the Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30th June, 2019 for your information and record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,

For **BERGER PAINTS INDIA LIMITED**

Rajib De
Deputy Company Secretary

Encl : as above

BERGER PAINTS INDIA LIMITED

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE - I

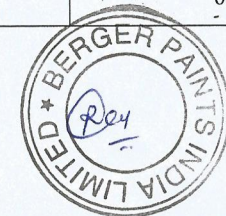
1. Name of Listed Entity - BERGER PAINTS INDIA LIMITED
2. Quarter ending - June 2019

I. COMPOSITION OF BOARD OF DIRECTORS								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chair person in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kuldip Singh Dhingra	PAN - AAJPD8095P DIN - 00048406	Chairperson- Non Executive	03/08/2018		1	0	0
Mr.	Gurbachan Singh Dhingra	PAN - AFPPD7906N DIN - 00048465	Vice Chairperson- Non Executive	03/08/2018		1	1	1
Mr.	Abhijit Roy	PAN - ADKPR9770R DIN - 03439064	Executive	01/07/2017		1	1	0
Ms.	Rishma Kaur	PAN - AAFPK0172J DIN - 00043154	Executive	01/12/2014		1	0	0
Mr.	Kanwardip Singh Dhingra	PAN - AHUPD8109Q DIN - 02696670	Executive	01/12/2014		1	0	0
Mr.	Dhirendra Swarup*	PAN - AAYPS1878A DIN - 02878434	Independent- Non Executive	08/09/2014 13/06/2019*	60 months	2	3	1#
Mr.	Gopal Krishna Pillai	PAN - AENPP4301G DIN - 02340756	Independent- Non Executive	12/09/2014	60 months	3	3	1
Mr.	Naresh Gujral	PAN - AAAPG3651M DIN - 00028444	Independent- Non Executive	20/08/2014	60 months	1	0	0
Mr.	Pulak Chandan Prasad	PAN - AADPP1169J DIN - 00003557	Independent- Non Executive	01/04/2019	60 months	3	1	0
Mr.	Kamal Ranjan Das	PAN - ACLPD8850A DIN - 00048491	Independent- Non Executive	01/04/2019	12 months	1	2	0
Mrs.	Sonu Halan Bhasin	PAN - AFPPB3402B DIN - 02872234	Independent- Non Executive	01/02/2019	60 months	3	4	1**
Mr.	Anoop Hoon	PAN - ABIPH4200N DIN - 00686289	Independent- Non Executive	01/02/2019	60 months	1	0	0

#Mr Dhirendra Swarup resigned wef 30-05-2019 as the Chairman of the Audit Committee.

**Mrs Sonu Halan Bhasin was appointed as Chairman of the Audit Committee wef 30-05-2019.

* Mr Dhirendra Swarup resigned as a Director from the Board wef 13-06-2019.



\$ - PAN number of any director would not be displayed on the website of Stock Exchange
 & - Category of directors means executive/non-executive/independent/Nominee. If a director fits in to more than one category write all categories separating them with hyphen
 * - To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II.COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) ^{&}
1. Audit Committee	1. Mrs. Sonu Halan Bhasin** 2. Mr Dhirendra Swarup# 3. Mr. Gurbachan Singh Dhingra 4. Mr. Pulak Chandan Prasad 5. Mr. Kamal Ranjan Das 6. Mr. Gopal Krishna Pillai	: Non Executive- Independent, Chairperson : Non Executive- Independent, Chairperson : Non Executive- Non Independent : Non Executive- Independent : Non Executive- Independent : Non Executive- Independent
2. Compensation and Nomination and Remuneration Committee	1. Mr. Kamal Ranjan Das 2. Mr. Kuldip Singh Dhingra 3. Mr. Pulak Chandan Prasad 4. Mr. Anoop Hoon \$: Non Executive – Independent, Chairperson : Non Executive – Non Independent : Non Executive – Independent : Non Executive – Independent
3. Business Process and Risk Management Committee	1. Mr. Gurbachan Singh Dhingra 2. Mr. Kamal Ranjan Das 3. Mr. Abhijit Roy 4. Ms. Rishma Kaur 5. Mr. Kanwardip Singh Dhingra 6. Mr. Anoop Hoon \$ 7. Mr. Srijit Dasgupta 8. Mr. Anil Bhalla 9. Mr. Subir Bose*	: Non Executive – Non Independent, Chairperson : Non Executive – Independent : Executive (Managing Director & CEO) : Executive : Executive : Non Executive – Independent : Nominee (CFO) : Nominee : Nominee
4. Stakeholders' Relationship and Investor Grievance Committee	1. Mr. Gurbachan Singh Dhingra 2. Mr. Kamal Ranjan Das 3. Mr. Abhijit Roy	: Non Executive – Non Independent, Chairperson : Non Executive – Independent : Executive (Managing Director & CEO)
& - Category of directors means executive/non-executive/independent/Nominee. If a director fits in to more than one category write all categories separating them with hyphen		

*Mr Subir Bose has resigned from the Business Process and Risk Management Committee wef 16-04-2019

Mr Dhirendra Swarup resigned wef 30-05-2019 as the Chairman of the Audit Committee.

**Mrs Sonu Halan Bhasin was appointed as Chairman of the Audit Committee wef 30-05-2019.

\$Mr Anoop Hoon was appointed as member of Compensation and Nomination and Remuneration Committee and Business Process and Risk Management Committee wef 16-04-2019



III. MEETING OF BOARD OF DIRECTORS		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
1 st February, 2019	30 th May, 2019	120 days

IV. MEETING OF COMMITTEES			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
30 th May, 2019	Yes	1 st February, 2019	120 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered in to pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" maybe indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance maybe given here.</p>	



VI. AFFIRMATIONS

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and /or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

BERGER PAINTS INDIA LIMITED

Name & Designation



ANIRUDDHA SEN

Sr. Vice President & Company Secretary

Company Secretary/Compliance Officer/Managing Director/CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.