



10th April, 2019

Ref. STOCK EXG/AS/2019

The Corporate Relationship Department BSE Limited 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai - 400001</u>	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) <u>Mumbai - 400051</u>	✓ Listing Department Calcutta Stock Exchange Limited 7 Lyons Range, <u>Kolkata-700001</u>
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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 31st March, 2019 for your information and record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,

For **BERGER PAINTS INDIA LIMITED**

Aniruddha Sen
Sr. Vice President & Company Secretary



Encl : as above

BERGER PAINTS INDIA LIMITED

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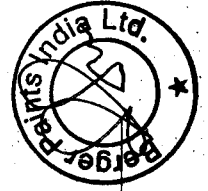
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
ANNEXURE - I**

1. Name of Listed Entity - BERGER PAINTS INDIA LIMITED
2. Quarter ending - March 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	2	0	
Mr.	Abhijit Roy	PAN - ADKPR9770R DIN - 03439064	Executive	01/07/2017		1	1	0	
Mrs.	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 - AAYP51878A DIN - 02878434	Independent- Non Executive	08/09/2014	60 months	2	2	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 - 00003357	Independent- Non Executive	01/04/2014	60 months	3	1	0	
Mr.	Kamal Ranjan Das	PAN - ACLPD8850A DIN - 00048491	Independent- Non Executive	01/04/2014	60 months	1	1	1	
Mr.	Sonu Bhasin	PAN - AFPPB3402B DIN - 02872234	Independent- Non Executive	01/02/2019	60 months	4	5	0	
Mr.	Anoop Hoon	PAN - ABIPH4200N DIN - 00686289	Independent- Non Executive	01/02/2019	60 months	1	0	0	

\$ - 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. Mr. Dharendra Swarup 2. Mr. Kamal Ranjan Das 3. Mr. Gurbachan Singh Dhingra 4. Mr. Pulak Chandan Prasad 5. Mr. Gopal Krishna Pillai	: Non Executive- Independent, Chairperson : Non Executive- Independent : Vice Chairperson – Non Executive : 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	: Non Executive – Independent, Chairperson : Non Executive – Non 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. Mrs. Rishma Kaur 5. Mr. Kanwardip Singh Dhingra 6. Mr. Srijit Dasgupta 7. Mr. Anil Bhalla 8. Mr. Subir Bose	: Non Executive – Non Independent, Chairperson : Non Executive – Independent : Executive (Managing Director & CEO) : Executive : Executive : Nominee (CFO) : Nominee : Nominee
4. Stakeholders Relationship and Investor Grievance Committee	1. Mr. Kamal Ranjan Das 2. Mr. Gurbachan Singh Dhingra 3. Mr. Abhijit Roy	: Non Executive – Independent, Chairperson : Vice Chairperson – Non Executive : 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		



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 November, 2018	1 st February, 2019	120 days

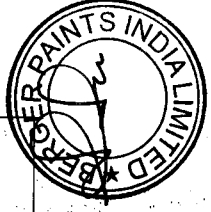
IV. MEETING OF COMMITTEES		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
1 st February, 2019	Yes	1 st November, 2018
		Maximum gap between any two consecutive meetings in number of days*
		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

- 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" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



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



ANIRUDDHA SEN

Sr. Vice President & Company Secretary

Name & Designation

Company Secretary/Compliance Officer/Managing Director/CEO

Note:

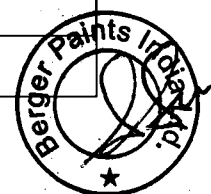
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may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

ANNEXURE II

1. Name of Listed Entity- **BERGER PAINTS INDIA LIMITED**

2. Quarter ending- **MARCH 2019**

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	Compliance status (Yes/No/NA)^{refer note below}
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes



Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes*
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	No*
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

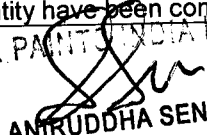
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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.
4. *- No material transaction has taken place.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN
 Sr. Vice President & Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO