



STOCK. EXG/ AG/ 2023-24

14<sup>th</sup> April, 2023

The Corporate Relationship  
Department  
BSE Limited,  
1<sup>st</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

The Listing Department  
National Stock Exchange of  
India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.-C/1, 'G' Block,  
Bandra- Kurla Complex,  
Bandra (E)  
Mumbai - 400051

Listing Department  
The Calcutta Stock  
Exchange Ltd.  
7 Lyons Range,  
Kolkata-700001

Scrip Code : 509480

Scrip Code: BERGEPAIN

Scrip Code : 12529

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 31<sup>st</sup> December, 2020 for your information and record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,

For **BERGER PAINTS INDIA LIMITED**

  
Arunito Ganguly

**Vice President & Company Secretary**

Encl.: a/a

**BERGER PAINTS INDIA LIMITED**

Berger House, 129, Park Street, Kolkata - 700 017, Phone : 2229 9724-28, 2229 6005-06, Fax : 91-33-2249 9009/9729, www.bergerpaints.com  
CIN - L51434WB1923PLC004793, E-mail : consumerfeedback@bergerindia.com

## Format of report on Corporate Governance to be submitted by Listed entity on quarterly basis

1. Name of Listed Entity - Berger Paints India Limited
2. Quarter ended - March, 2023

## I. Composition of Board of Directors

Title (Mr/Mrs)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial date of appointment	Date of re-appointment in the current term/cessation	Date of cessation	Tenure*	Date of birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Kuldip Singh Dhingra	AAJPD8095P	00048406	Chairperson-Non-Executive	17-07-1991	26-08-2022			02-09-1947	2	1	0	0
Mr	Gurbachan Singh Dhingra	AFPPD7906N	00048465	Vice Chairperson - Non-Executive	14-05-1993	26-08-2022			09-04-1950	1	0	1	1
Mr	Abhijit Roy	ADKPR9770R	03439064	Executive	01-07-2012	01-07-2022			12-07-1965	1	0	1	0
Ms	Rishma Kaur	AAFPO172J	00043154	Executive	01-12-2014	03-08-2019			01-09-1972	1	0	0	0
Mr	Kanwardip Singh	AHUPD8109Q	02696670	Executive	01-12-2014	03-08-2019			28-10-1982	1	0	0	0
Mr	Naresh Gujral	AAAPG3651M	00028444	Independent - Non-Executive	20-08-2014	26-08-2022		60	19-05-1948	1	1	1	0
Mr	Pulak Chandan	AADPP1169J	00003557	Independent - Non-Executive	13-11-2009	01-04-2019		60	27-05-1968	3	1	1	0
Mrs	Sonu Halan Bhasin	AFPPB3402B	02872234	Independent - Non-Executive	01-02-2019	01-02-2019		60	28-09-1963	6	6	4	1
Mr	Anoop Hoon	ABIPH4200N	00686289	Independent - Non-Executive	01-02-2019	01-02-2019		60	15-10-1955	1	1	1	0
Mr	Anoop Kumar	AITPM3952E	05177010	Independent - Non-Executive	19-03-2020	19-03-2020		60	05-01-1960	2	2	4	0

Whether Regular Chairman appointed - Yes

Whether Chairman is related to Managing Director & CEO - No

§ - PAN 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 for only Independent Directors. 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.

For BERGER PAINTS INDIA LIMITED

  
ARUNITA GANGULY  
Vice President & Company Secretary

II. Composition of Committee					
Name of Committee	Whether regular Chairman appointed	Name of the Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of appointment	Date of cessation
1. Audit Committee	Yes	1. Mrs Sonu Halan Bhasin 2. Mr Gurbachan Singh Dhingra 3. Mr Pulak Chanda Prasad 4. Mr Naresh Gujral 5. Dr Anoop Kumar Mittal	Non Executive-Independent, Chairman Non Executive-Non Independent Non Executive-Independent Non Executive-Independent Non Executive-Independent	01-02-2019 26-08-2022 01-04-2019 26-08-2022 19-03-2020	
2. Compensation & Nomination & Remuneration Committee	Yes	1. Mr Anoop Hoon 2. Mr Kuldeep Singh Dhingra 3. Mr Pulak Chanda Prasad 4. Mr Anoop Kumar Mittal	Non Executive-Independent, Chairman Non Executive-Non Independent Non Executive-Independent Non Executive-Independent	01-02-2019 26-08-2022 01-04-2019 19-03-2020	
3. Business Process & Risk Management Committee	Yes	1. Mr Gurbachan Singh Dhingra 2. Mr Anoop Hoon 3. Mr Abhijit Roy 4. Mr Rishma Kaur 5. Mr Kanwardip Singh Dhingra 6. Mr Kaushik Ghosh 7. Mr Anil Bhalla	Non Executive-Non Independent, Chairman Non Executive-Independent Executive (Managing Director & CEO) Executive Executive Nominee (CFO) Nominee	26-08-2022 01-02-2019 01-07-2022 03-08-2019 03-08-2019 - -	
4. Stakeholders' Relationship Committee	Yes	1. Mr Gurbachan Singh Dhingra 2. Mr Anoop Hoon 3. Mr Abhijit Roy	Non Executive-Non Independent, Chairman Non Executive-Independent Executive (Managing Director & CEO)	26-08-2022 01-02-2019 01-07-2022	
5. Corporate Social Responsibility Committee	Yes	1. Mr Kuldeep Singh Dhingra 2. Mr Abhijit Roy 3. Ms Rishma Kaur 4. Mr Kanwardip Singh Dhingra 5. Dr Anoop Kumar Mittal 6. Mr Anil Bhalla 7. Mr Kaushik Ghosh 8. Mr Arunito Ganguly	Non Executive-Non Independent, Chairman Executive (Managing Director & CEO) Executive Executive Non Executive-Independent Nominee Nominee (CFO) Nominee (Vice President & Company Secretary)	26-08-2022 01-07-2022 03-08-2019 03-08-2019 19-03-2020 - - -	

& - Category of directors mean executive/non-executive/independent/nominee. If a director fits in to more than one category write all the 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	Whether requirement of Quorum met*	Number of Directors present*	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)
10-11-2022	12-01-2023	Yes	8	3	62
	02-02-2023	Yes	10	5	20

\*to be filled in only for the current quarter meeting

IV. Meeting of Committee							
Sr	Name of Committee	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	No. of Independent Directors attending the meeting*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive in number of days *
1	Audit Committee	12-01-2023	Yes	3	2	10-11-2022	62
2	Audit Committee	02-02-2023	Yes	5	4		20
3	Nomination and Remuneration Committee	12-01-2023	Yes	4	3		
4	Nomination and Remuneration Committee	02-02-2023	Yes	4	3		
5	Corporate Social Responsibility Committee	02-02-2023	Yes	5	1		



6	Stakeholders Relationship and Investor Grievance Committee	29-03-2022	Yes	3	1		
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\*This information has been mandatorily be given for Audit Committee, for rest of the committees giving this information is optional

\*\*To be filled for only current quarter meeting

<b>V. Related Party Transaction</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been	Yes
<b>Note</b>	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Boards has been composed in accorsance with thhe 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.	

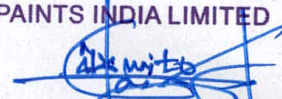


**VI. Affirmations**

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 the board of directors may be mentioned here.

**Name & Designation****Mr Arunito Ganguly, Vice President & Company Secretary**

For BERGER PAINTS INDIA LIMITED

  
ARUNITO GANGULY  
Vice President & Company Secretary**Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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

Format to be submitted by Listed Entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
<b>As per regulation 46(2) of the LODR:</b>			
1	Details of business	Yes	<a href="https://www.bergerpaints.com/about-us/company-profile.html">https://www.bergerpaints.com/about-us/company-profile.html</a>
2	b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.bergerpaints.com/about-us/criteria-policy.html">https://www.bergerpaints.com/about-us/criteria-policy.html</a>
3	c) Composition of various committees of board of directors	Yes	<a href="https://www.bergerpaints.com/about-us/board-committees.html">https://www.bergerpaints.com/about-us/board-committees.html</a>
4	d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.bergerpaints.com/about-us/code-of-conduct.html">https://www.bergerpaints.com/about-us/code-of-conduct.html</a>
5	e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.bergerpaints.com/about-us/whistleblower-policy.html">https://www.bergerpaints.com/about-us/whistleblower-policy.html</a>
6	f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.bergerpaints.com/about-us/remuneration-policy.html">https://www.bergerpaints.com/about-us/remuneration-policy.html</a>
7	g) Policy on dealing with related party transactions	Yes	<a href="https://www.bergerpaints.com/about-us/rpt-policy.html">https://www.bergerpaints.com/about-us/rpt-policy.html</a>
8	h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.bergerpaints.com/about-us/rpt-policy.html">https://www.bergerpaints.com/about-us/rpt-policy.html</a>
9	i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.bergerpaints.com/about-us/familiarization-program.html">https://www.bergerpaints.com/about-us/familiarization-program.html</a>
10	j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.bergerpaints.com/investors/investor-services.html">https://www.bergerpaints.com/investors/investor-services.html</a>
11	k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.bergerpaints.com/investors/investor-services.html">https://www.bergerpaints.com/investors/investor-services.html</a>
12	l) Financial results	Yes	<a href="https://www.bergerpaints.com/investors/quarterly-reports.html">https://www.bergerpaints.com/investors/quarterly-reports.html</a>
13	m) Shareholding pattern	Yes	<a href="https://www.bergerpaints.com/investors/shareholding-pattern.html">https://www.bergerpaints.com/investors/shareholding-pattern.html</a>
14	n) Details of agreements entered into with the media companies and/or their associates	NA	
15	o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.bergerpaints.com/investors/bpil-earnings.html">https://www.bergerpaints.com/investors/bpil-earnings.html</a>
16	p) New name and the old name of the listed entity	NA	
17	q) Advertisements as per regulation 47 (1)	Yes	<a href="http://124.30.44.228:8201/investors/notice-of-board-meeting.html">http://124.30.44.228:8201/investors/notice-of-board-meeting.html</a>
18	r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.bergerpaints.com/investors/credit-ratmg.html">https://www.bergerpaints.com/investors/credit-ratmg.html</a>
19	s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.bergerpaints.com/investors/financials-of-subsidiary-companies.html">https://www.bergerpaints.com/investors/financials-of-subsidiary-companies.html</a>
<b>As per other regulations of the LODR:</b>			
20	a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.bergerpaints.com/">https://www.bergerpaints.com/</a>
21	b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.bergerpaints.com/about-us/policy-determine-material-events.html">https://www.bergerpaints.com/about-us/policy-determine-material-events.html</a>
22	c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.bergerpaints.com/about-us/dividend-distributionpolicy.html">https://www.bergerpaints.com/about-us/dividend-distributionpolicy.html</a>



23	It is certified that these contents on the website of the listed entity are correct.	Yes	<a href="https://www.bergerpaints.com/disclaimer.html">https://www.bergerpaints.com/disclaimer.html</a>
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## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> Refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and	Yes
	20(2A)	
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes



Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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)	N.A
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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



**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.

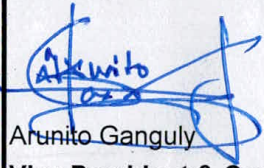
2 If status is "No" details of non-compliance may be given here.

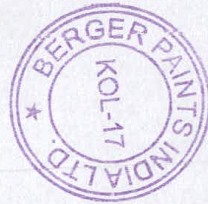
3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

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

**For Berger Paints India Limited**

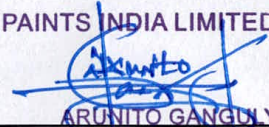
  
Arunito Ganguly



**Vice President & Company Secretary**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <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" may be 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 may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation</b></p> <p><b>Mr Arunito Ganguly, Vice President &amp; Company Secretary</b></p>		

For BERGER PAINTS INDIA LIMITED

  
ARUNITO GANGULY

Vice President & Company Secretary

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending - 31st March, 2023

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.refer note below**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA
KMPs or any other entity controlled by them	NA	NA

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **NA**

For Berger Paints India Limited

Name & Designation: Kaushik Ghosh

Vice President & CFO



**Note**

- These disclosures exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

*[Handwritten signature]*