



Ref. STOCK EXG/AS/2017

4th January, 2018

The Corporate Relationship Department Bombay Stock Exchange 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 The Calcutta Stock Exchange Ltd. 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 December, 2017 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

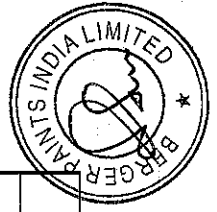
BERGER PAINTS INDIA LIMITED

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

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

1. Name of Listed Entity - BERGER PAINTS INDIA LIMITED
2. Quarter ending - DECEMBER 2017

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) inclu ding 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 - AAJD8095P DIN - 00048406	Chairperson- Non Executive	03/08/2016		1	0	1	
Mr.	Gurbachan Singh Dhingra	PAN - AFPPD7906N DIN - 00048465	Vice Chairperson- Non Executive	04/08/2017		1	2	0	
Mr.	Abhijit Roy	PAN - ADKPR9770R DIN - 03439064	Executive	01/07/2012		1	1	0	
Mrs.	Rishma Kaur	PAN - AAFP0172J 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	60 months	3	3	3	
Mr.	Gopal Krishna Pillai	PAN - AENPP4301G DIN - 02340756	Independent- Non Executive	12/09/2014	60 months	3	1	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	01/04/2014	60 months	3	1	0	
Mr.	Kamal Ranjan Das	PAN - ACLPD8850A DIN - 00048491	Independent- Non Executive	01/04/2014	60 months	1	2	1	



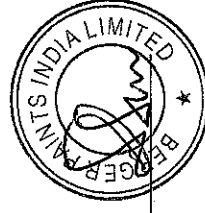
\$ - PAN number of any director would not be displayed on the website of Stock Exchange

& - 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.

* Includes one unlisted entity.

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 : Non Executive- Independent : Vice Chairperson – Non Executive : Non Executive- Independent : Non Executive- Independent
2. Compensation and Nomination & Remuneration Committee	1. Mr. Kamal Ranjan Das 2. Mr. Kuldip Singh Dhingra 3. Mr. Pulak Chandan Prasad	: Non Executive – Independent : Chairperson – Non Executive : 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. Rishna Kaur 5. Mr. Kanwardip Singh Dhingra 6. Mr. Srijit Dasgupta 7. Mr. Anil Bhalla 8. Mr. Subir Bose	: Vice Chairperson – Non Executive : 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 : 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)
4 th August, 2017	2 nd November, 2017	120 days

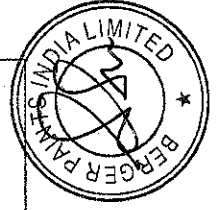
IV. MEETING OF COMMITTEES			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
2 nd November, 2017	Yes	4 th August, 2017	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		Compliance status (Yes/No/NA) ^{refer note below}
Subject		
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" maybe 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 maybe 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:

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BERGER PAINTS INDIA LIMITED

Name & Designation

Company Secretary/Compliance Officer/Managing Director/CEO


ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

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.