



Ref. STOCK EXG/AS/2017

9th October, 2017

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>	The 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 30th September, 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

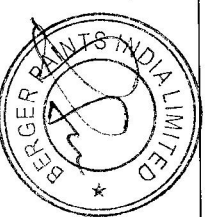
Berger House, 129, Park Street, Kolkata - 700 017, Phone : 2229 9724-28, 2229 6005-06, Fax : 91-33-2249 9009/9729, www.bergerpaints.com
CIN - L51434WB1923PLC004793, E-mail : consumerfeedback@bergerindia.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
ANNEXURE - I

1. Name of Listed Entity - BERGER PAINTS INDIA LIMITED
2. Quarter ending - SEPTEMBER 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) 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	PAN - AAPPD8095P DIN - 00048406	Chairperson - Non Executive	03/08/2016		1	0	1
Mr.	GURBACHAN SINGH DHINGRA	PAN - APPPD7906N DIN - 00048465	Vice Chairperson - Non Executive	01/08/2017		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 - AAYPS1878A DIN - 02878434	Independent - Non Executive	08/09/2014	07/09/2019	4	3	4
Mr.	GOPAL KRISHNA PILLAI	PAN - AENPP4301G DIN - 02340756	Independent - Non Executive	12/09/2014	11/09/2019	3	1	1
Mr.	NARESH GUJRAL	PAN - AAAPG3651M DIN - 00028444	Independent - Non Executive	20/08/2014	19/08/2019	1	0	0
Mr.	PULAK CHANDAN PRASAD	PAN - AADPP1169J DIN - 00003557	Independent - Non Executive	01/04/2014	31/03/2019	3	1	0
Mr.	KAMAL RANJAN DAS	PAN - ACLPD8850A DIN - 00048491	Independent - Non Executive	01/04/2014	31/03/2019	1	2	1

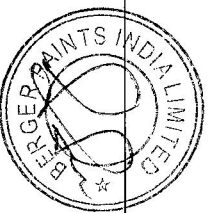


\$ - PAN number of any director would not be displayed on the website of Stock Exchange
 & - Category of directors means executive/non-executive/independent/Nominee. If a director fits in to more than one category write all categories separating them with hyphen
 * - To be filled only for Independent 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. Dhirendra 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 and Remuneration Committee	1. Mr. Kamal Ranjan Das 2. Mr. Kuldeep 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. Rishma 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)
30 th May, 2017	4 th August, 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*
4 th August, 2017	Yes	30 th May, 2017	120 days

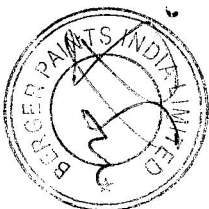
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS

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" 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:

Name & Designation

✓
Company Secretary/Compliance Officer/Managing Director/CEO

Note:

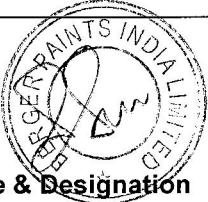
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may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

CERTIFIED TRUE COPY
BERGER PAINTS INDIA LIMITED


ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirm		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes.
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>	19(3)	No (Since, the Chairperson of the Compensation and Nomination and Remuneration Committee i.e. Mr. Kamal Ranjan Das had earlier indicated his inability to attend the meeting and was granted leave of absence)
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	Yes
<p>Note</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>		
<div style="text-align: center;">  </div> <p>Name & Designation</p> <p>✓ Company Secretary / Compliance Officer / Managing Director / CEO</p>		