



9th October, 2019

Ref. STOCK EXG/AS/2019

The Corporate Relationship Department BSE Limited 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai - 400001</u> Scrip code: 509480	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> Scrip Code: BERGEPAIN	Listing Department Calcutta Stock Exchange Limited 7 Lyons Range, <u>Kolkata-700001</u> 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 30th September, 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: 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 a listed entity on quarterly basis

1. Name of Listed Entity- Berger Paints India Limited
2. Quarter ending- September, 2019

I. Composition of Board of Directors

Title (Mr./Ms.)	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 [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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 – AAJPD8095P DIN – 00048406	Chairperson- Non Executive	17-07-1991	05-08-2019			02-09-1947	1	0	0	0
Mr.	Gurbachan Singh Dhingra	PAN – AFPPD7906N DIN – 00048465	Vice Chairperson- Non Executive	14-05-1993	05-08-2019			09-04-1950	1	0	1	1
Mr.	Abhijit Roy	PAN – ADKPR9770R DIN – 03439064	Executive	01-07-2012	01-07-2017			12-07-1965	1	0	1	0
Ms.	Rishma Kaur	PAN – AAFP0172J DIN – 00043154	Executive	01-12-2014	03-08-2019			01-09-1972	1	0	0	0
Mr.	Kanwardip Singh Dhingra	PAN – AHUPD8109Q DIN – 02696670	Executive	01-12-2014	03-08-2019			28-10-1982	1	0	0	0
Mr.	Gopal Krishna Pillai*	PAN – AENPP4301G DIN – 02340756	Independent- Non Executive	12-09-2014	12-09-2014	12-09-2019	60 months	30-11-1949	2	2	2	1
Mr.	Naresh Gujral	PAN – AAAAG3651M DIN – 00028444	Independent- Non Executive	20-08-2014	20-08-2019		60 months	19-05-1948	1	1	0	0
Mr.	Pulak Chandan Prasad	PAN – AADPP1169J DIN – 00003557	Independent- Non Executive	13-11-2009	01-04-2019		60 months	27-05-1968	3	3	1	0
Mr.	Kamal Ranjan Das.	PAN – ACLPD8850A DIN – 00048491	Independent- Non Executive	01-04-1989	01-04-2019		12 months	23-02-1932	1	1	2	0
Mrs.	Sonu Halan Bhasin	PAN – AFPPB3402B DIN – 02872234	Independent- Non Executive	01-02-2019	01-02-2019		60 months	28-09-1963	3	3	4	1
Mr.	Anoop Hoon	PAN – ABIPH4200N DIN – 00686289	Independent- Non Executive	01-02-2019	01-02-2019		60 months	15-10-1955	1	1	0	0

Whether Regular chairperson appointed- Yes

Whether Chairperson is related to managing director or CEO- No

\$ - 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.

Notes:

* Mr Gopal Krishna Pillai ceased to be a Non-Executive - Independent Director of the Company wef 12.09.2019 * Mr Gopal

Krishna Pillai ceased to be a member of the Audit Committee wef 12.09.2019



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of 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 Chandan Prasad 4. Mr. Kamal Ranjan Das 5. Mr. Gopal Krishna Pillai*	: Non Executive- Independent, Chairperson : Non Executive- Non Independent : Non Executive- Independent : Non Executive- Independent : Non Executive- Independent	01-02-2019 05-08-2019 01-04-2019 01-04-2019 12-09-2014	12-09-2019
2. Compensation & Nomination & Remuneration Committee	Yes	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	01-04-2019 05-08-2019 01-04-2019 01-02-2019	
3. Risk Management Committee (if applicable)	Yes	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	: Non Executive – Non Independent, Chairperson : Non Executive – Independent : Executive (Managing Director & CEO) : Executive : Executive : Non Executive – Independent : Nominee (CFO) : Nominee	05-08-2019 01-04-2019 01-07-2017 03-08-2019 03-08-2019 01-02-2019 - -	
4. Stakeholders' Relationship Committee	Yes	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)	05-08-2019 01-04-2019 01-07-2017	

& - 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

Notes: * Mr Gopal Krishna Pillai ceased to be a member of the Audit Committee wef 12.09.2019



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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
30-05-2019	05-08-2019	Yes	8	3	66

* to be filled in only for the current quarter meetings

IV. Meetings of Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
05-08-2019	Yes	3	2	30-05-2019	66

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

** to be filled only for the current quarter meeting

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 top100 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

BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN -
Sr. 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.

ANNEXURE III

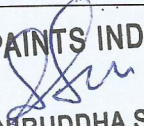
Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirm		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note}
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)	No (Mr Kamal Ranjan Das is the Chairman of Compensation and Nomination and Remuneration Committee. Due to his illness, he could not attend the 95 th Annual General Meeting of the Company, held on 5 th August, 2019.)
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

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.

BERGER PAINTS INDIA LIMITED


ANIRUDDHA SEN
Sr. Vice President & Company Secretary

Name & Designation
Company Secretary / Compliance Officer / Managing Director / CEO / CFO