



Ref. STOCK EXG/AS/2016

5th April, 2016

The Corporate Relationship
Department
Bombay Stock Exchange
Limited,
1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

The Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th 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

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, 2016, for your information and record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,

For **BERGER PAINTS INDIA LIMITED**

Aniruddha Sen
Sr. Vice President & Company Secretary

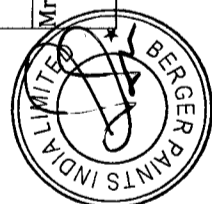
BERGER PAINTS INDIA LIMITED

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 - MARCH 2016

| I. COMPOSITION OF BOARD OF DIRECTORS | | | | | | | | | |
|--------------------------------------|-------------------------|------------------------------------|--|---|------------|--|---|--|--|
| Title (Mr./Ms.) | Name of the Director | PANs & 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 - AAJPD8095P DIN - 00048406 | Chairperson- Non Executive | 01/08/2014 | | 1 | 1 | 1 | |
| Mr. | Gurbachan Singh Dhingra | PAN - AFPPD7906N DIN - 00048465 | Vice Chairperson- Non Executive | 03/08/2015 | | 1 | 3 | 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 | 07/09/2019 | 3 | 5* | 4* | |
| Mr. | Gopal Krishna Pillai | PAN - AENPP4301G DIN - 02340756 | Independent- Non Executive | 12/09/2014 | 11/09/2019 | 4 | 0 | 0 | |
| 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 | 2 | 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 into 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.

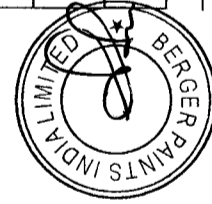
II. COMPOSITION OF COMMITTEES

| 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 | : Non Executive - Independent : Non Executive - Independent : Vice Chairperson - Non Executive : 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 : Vice 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 : Managing Director - CEO : Executive : Executive : CFO - Nominee : 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 : Managing Director - CEO |

& - Category of directors means executive/non-executive/independent/Nominee. If a director fits into 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 (in number of days) |
|---|---|---|
| 3 rd November, 2015 | 4 th February, 2016 and 30 th March, 2016 | 54 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* |
| AUDIT COMMITTEE MEETING - 4 th February, 2016 | Yes | AUDIT COMMITTEE MEETING - 3 rd November, 2015 | 90 days |
| * This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional | | | |

V. RELATED PARTY TRANSACTIONS

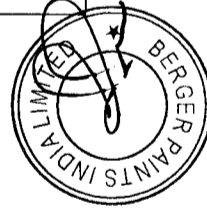
| Subject | Compliance status (Yes/No/NA) ^{refer note below} |
|--|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N.A |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

Note

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

VI. AFFIRMATIONS

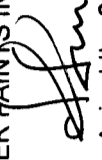
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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

For BERGER PAINTS INDIA LIMITED



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.

ANNEXURE II

1. Name of Listed Entity-BERGER PAINTS INDIA LIMITED
2. Quarter ending- MARCH 2016

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--|--|
| Item | Compliance status (Yes/No/NA) <small>refer note below</small> | |
| 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 | Yes | |
| New name and the old name of the listed entity | N.A | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) <small>refer note below</small> |
| 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) | Yes |
| Meeting of Board of directors | 17(2) | 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 |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 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) | Yes* |
| 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 |

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.
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

Company Secretary / Compliance Officer / Managing Director / CEO

BERGER PAINTS INDIA LIMITED

Senior Vice President & Company Secretary