



4th May, 2020

Ref. STOCK EXG/AG/2020-21

The Corporate Relationship
Department
Bombay Stock Exchange
Limited
1st Floor,
PhirozeJeebhoy,
Dalal Street,
Mumbai – 400001

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

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

Scrip code: 509480

Scrip Code: BERGEPAINT

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 31st March, 2020, for your information and record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,
For **BERGER PAINTS INDIA LIMITED**

**ARUNITO GANGULY
VICE PRESIDENT & COMPANY SECRETARY**

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, 2020

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	05-08-2019			02-09-1947	1	0	0	0
Mr	Gurbachan Singh Dhingra	AFPPD7906N	00048465	Vice Chairperson - Non-Executive	14-05-1993	05-08-2019			09-04-1950	1	0	1	1
Mr	Abhijit Roy	ADKPR9770R	03439064	Executive	01-07-2012	01-07-2017			12-07-1965	1	0	1	0
Ms	Rishma Kaur	AAFPK0172J	00043154	Executive	01-12-2014	03-08-2019			01-09-1972	1	0	0	0
Mr	Kanwardip Singh Dhingra	AHUPD8109 Q	02696670	Executive	01-12-2014	03-08-2019			28-10-1982	1	0	0	0
Mr	Naresh Gujral	AAAPG3651 M	00028444	Independent - Non-Executive	20-08-2014	20-08-2019		60	19-05-1948	1	1	0	0

Mr	Pulak Chanda Prasad	AADPP1169J	00003557	Independent - Non-Executive	13-11-2009	01-04-2019		60	27-05-1968	3	3	1	0
Mr	Kamal Ranjan Das #	ACLPD8850A	00048491	Independent - Non-Executive	01-04-1989	01-04-2019	31-03-2020	12	23-02-1932	1	1	2	0
Mrs	Sonu Halan Bhasin	AFPPB3402B	02872234	Independent - Non-Executive	01-02-2019	01-02-2019		60	28-09-1963	3	3	4	1
Mr	Anoop Hoon	ABIPH4200N	00686289	Independent - Non-Executive	01-02-2019	01-02-2019		60	15-10-1955	1	1	0	0
Mr	Anoop Kumar Mittal^	AITPM3952E	05177010	Independent - Non-Executive	19-03-2020	19-03-2020		60	05-01-1960	1	1	0	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.

Notes:

Mr Kamal Ranjan Das ceased to be a Non-Executive-Independent Director of the Company w.e.f the close of business hours on 31st March, 2020.

Consequent to the cessation of Mr Kamal Ranjan Das as a Director of the Company, he also ceased to be a Chairman of Compensation & Nomination & Remuneration Committee w.e.f the close of business hours on 31st March, 2020. Mr Das also ceased to be member of Audit Committee, Stakeholders' Relationship & Investors Grievance Committee, Business Process and Risk Management Committee and Corporate Social Responsibility Committee w.e.f the close of business hours on 31st March, 2020.

^ Mr Anoop Kumar Mittal got appointed as Non Executive-Independent Director of the Company w.e.f. 19th March, 2020

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	Non Executive-Independent, Chairman	01-02-2019	From the close of business hours of 31-03-2020
		2. Mr Gurbachan Singh Dhingra	Non Executive-Non Independent	05-08-2019	
		3. Mr Pulak Chanda Prasad	Non Executive-Independent	01-04-2019	
		4. Mr Kamal Ranjan Das	Non Executive-Independent	01-04-2019	
2. Compensation & Nomination & Remuneration Committee	Yes	1. Mr Kamal Ranjan Das	Non Executive-Independent, Chairman	01-04-2019	From the close of business hours of 31-03-2020
		2. Mr Kuldip Singh Dhingra	Non Executive-Non Independent	05-08-2019	
		3. Mr Pulak Chanda Prasad	Non Executive-Independent	01-04-2019	
		4. Mr Anoop Hoon	Non Executive-Independent	01-02-2019	
3. Business Process & Risk Management Committee	Yes	1. Mr Gurbachan Singh Dhingra	Non Executive-Non Independent, Chairman	05-08-2019	From the close of business hours of 31-03-2020
		2. Mr Kamal Ranjan Das	Non Executive-Independent	01-04-2019	
		3. Mr Abhijit Roy	Executive (Managing Director & CEO)	01-07-2017	
		4. Mr Rishma Kaur	Executive	03-08-2019	
		5. Mr Kanwardip Singh Dhingra	Executive	03-08-2019	
		6. Mr Anoop Hoon	Non Executive-Independent	01-02-2019	
		7. Mr Srijit Dasgupta	Nominee (CFO)	-	
		8. Mr Anil Bhalla	Nominee	-	
4. Stakeholders' Relationship Committee	Yes	1. Mr Gurbachan Singh Dhingra	Non Executive-Non Independent, Chairman	05-08-2019	From close of business hour of 31-03-2020
		2. Mr Kamal Ranjan Das	Non Executive-Independent	01-04-2019	
		3. Mr Abhijit Roy	Executive (Managing Director & CEO)	01-07-2017	

& - 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)
5/11/2019	05/02/2020	Yes	9	4	91
	18/02/2020	Yes	6	2	12

*to be filled in only for the current quarter meeting

IV. Meeting 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 *
05/02/2020	Yes	3	2	05/11/2019	91

*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

V. Related Party Transaction	
Subject	Compliance status (Yes/No/NA)
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	
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 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.	

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.

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 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**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		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.bergerpaints.com/about-us/company-profile.html
b) Terms and conditions of appointment of independent directors	Yes	https://www.bergerpaints.com/about-us/criteria-policy.html
c) Composition of various committees of board of directors	Yes	https://www.bergerpaints.com/about-us/board-committees.html
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.bergerpaints.com/about-us/code-of-conduct.html
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.bergerpaints.com/about-us/whistleblower-policy.html
f) Criteria of making payments to non-executive directors	Yes	
g) Policy on dealing with related party transactions	Yes	https://www.bergerpaints.com/about-us/rpt-policy.html
h) Policy for determining 'material' subsidiaries	Yes	https://www.bergerpaints.com/about-us/rpt-policy.html
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.bergerpaints.com/about-us/familiarization-program.html
j) Email address for grievance redressal and other relevant details	Yes	https://www.bergerpaints.com/investors/investor-services.html
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.bergerpaints.com/investors/investor-services.html
l) Financial results	Yes	https://www.bergerpaints.com/investors/quarterly-reports.html
m) Shareholding pattern	Yes	https://www.bergerpaints.com/investors/shareholding-pattern.html
n) Details of agreements entered into with the media companies and/or their associates	NA	
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	https://www.bergerpaints.com/investors/bpil-earnings.html
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	http://124.30.44.228:8201/investors/notice-of-board-meeting.html

r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.bergerpaints.com/investors/credit-rating.html
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.bergerpaints.com/investors/financials-of-subsiary-companies.html
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.bergerpaints.com/
b) Materiality Policy as per Regulation 30	Yes	https://www.bergerpaints.com/about-us/policy-determine-material-events.html
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.bergerpaints.com/about-us/dividend-distribution-policy.html

<i>It is certified that these contents on the website of the listed entity are correct.</i>		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes

<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	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