



STOCK. EXG/ AG/ 2023-24

10th April, 2024

The Corporate Relationship
Department
BSE 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

Scrip Code : 509480

Scrip Code: BERGEPAIN

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2024 for your information and record.

Please acknowledge receipt.

Thanking you.

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

Arunito Ganguly
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 Listed entity on quarterly basis

1. Name of Listed Entity - Berger Paints India Limited
2. Quarter ended - March, 2024

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	11-08-2023			02-09-1947	2	1	0	0
Mr	Gurbachan Singh Dhingra	AFPPD7906N	00048465	Vice Chairperson - Non-Executive	14-05-1993	11-08-2023			09-04-1950	1	0	1	1
Mr	Abhijit Roy	ADKPR9770R	03439064	Managing Director - Executive	01-07-2012	01-07-2022			12-07-1965	1	0	1	0
Ms	Rishma Kaur	AAFPO172J	00043154	Executive	01-12-2014	03-08-2019			01-09-1972	1	0	0	0
Mr	Kanwardip Singh	AHUPD8109Q	02696670	Executive	01-12-2014	03-08-2019			28-10-1982	1	0	0	0
Mr	Naresh Gujral	AAAPG3651M	00028444	Independent - Non-Executive	20-08-2014	26-08-2022		60	19-05-1948	1	1	1	0
Mr	Pulak Chandan Prasad	AADPP1169J	00003557	Independent - Non-Executive	13-11-2009	01-04-2019		60	27-05-1968	4	1	1	0
Mrs	Sonu Halan Bhasin	AFPPB3402B	02872234	Independent - Non-Executive	01-02-2019	01-02-2024		60	28-09-1963	6	6	9	1
Mr	Anoop Hoon	ABIPH4200N	00686289	Independent - Non-Executive	01-02-2019	01-02-2024		60	15-10-1955	1	1	1	0
Mr	Anoop Kumar	AITPM3952E	05177010	Independent - Non-Executive	19-03-2020	19-03-2020		60	05-01-1960	2	2	6	0
Mr	Gopal Krishna Pillai	AENPP4301G	02340756	Independent - Non-Executive	15-05-2023	15-05-2023		60	30-11-1949	2	2	4	1

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.

For BERGER PAINTS INDIA LIMITED



ARUNTO GANGULY
Vice President & Company Secretary

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 2. Mr Gurbachan Singh Dhingra 3. Mr Pulak Chanda Prasad 4. Mr Naresh Gujral 5. Dr Anoop Kumar Mittal	Non Executive-Independent, Chairman Non Executive-Non Independent Non Executive-Independent Non Executive-Independent Non Executive-Independent	01-02-2019 11-08-2023 01-04-2019 26-08-2022 19-03-2020	
2. Compensation & Nomination & Remuneration Committee	Yes	1. Mr Anoop Hoon 2. Mr Kuldip Singh Dhingra 3. Mr Pulak Chanda Prasad 4. Mr Anoop Kumar Mittal	Non Executive-Independent, Chairman Non Executive-Non Independent Non Executive-Independent Non Executive-Independent	01-02-2019 11-08-2023 01-04-2019 19-03-2020	
3. Business Process & Risk Managemnt Committee	Yes	1. Mr Gurbachan Singh Dhingra 2. Mr Anoop Hoon 3. Mr Abhijit Roy 4. Mr Rishma Kaur 5. Mr Kanwardip Singh Dhingra 6. Mr Kaushik Ghosh 7. Mr Anil Bhalla	Non Executive-Non Independent, Chairman Non Executive-Independent Executive (Managing Director & CEO) Executive Executive Nominee (CFO) Nominee	11-08-2023 01-02-2019 01-07-2022 03-08-2019 03-08-2019 - -	
4. Stakeholders' Relationship Committee	Yes	1. Mr Gurbachan Singh Dhingra 2. Mr Anoop Hoon 3. Mr Abhijit Roy	Non Executive-Non Independent, Chairman Non Executive-Independent Executive (Managing Director & CEO)	11-08-2023 01-02-2019 01-07-2022	
5. Corporate Social Responsibility Committee	Yes	1. Mr Kuldip Singh Dhingra 2. Mr Abhijit Roy 3. Ms Rishma Kaur 4. Mr Kanwardip Singh Dhingra 5. Dr Anoop Kumar Mittal 6. Mr Anil Bhalla 7. Mr Kaushik Ghosh 8. Mr Arunito Ganguly	Non Executive-Non Independent, Chairman Executive (Managing Director & CEO) Executive Executive Non Executive-Independent Nominee Nominee (CFO) Nominee (Vice President & Company Secretary)	11-08-2023 01-07-2022 03-08-2019 03-08-2019 19-03-2020 - - -	

& - 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)
02-11-2023	06-02-2024	Yes	11	6	95

*to be filled in only for the current quarter meeting

IV. Meeting of Committee							
Sr	Name 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 *
1	Audit Committee	06-02-2024	Yes	4	3	02-11-2023	95
2	Nomination and Remuneration Committee	06-02-2024	Yes	4	3		
3	Corporate Social Responsibility Committee	06-02-2024	Yes	5	1		
4	Stakeholders Relationship and Investor Grievance Committee	29-03-2024	Yes	3	1		
5	Risk Management Committee	-	Yes	-	-	28-11-2023	

*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	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 Boards has been composed in accorsance with thhe 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>	



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 1000 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.

Name & Designation

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.



Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Date of the event- Not Applicable

Brief details of the event - Not Applicable



Annexure II

I. Disclosure on website in terms of Listing Regulations

Sr	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:		
1	Details of business	Yes	https://www.bergerpaints.com/about-us/company-profile.html
2	b) Terms and conditions of appointment of independent directors	Yes	https://www.bergerpaints.com/about-us/criteria-policy.html
3	c) Composition of various committees of board of directors	Yes	https://www.bergerpaints.com/about-us/board-committees.html
4	d) Code of conduct of board of directors and senior management personnel	Yes	https://www.bergerpaints.com/about-us/code-of-conduct.html
5	e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.bergerpaints.com/about-us/whistleblower-policy.html
6	f) Criteria of making payments to non-executive directors	Yes	https://www.bergerpaints.com/about-us/remuneration-policy.html
7	g) Policy on dealing with related party transactions	Yes	https://www.bergerpaints.com/about-us/rpt-policy.html
8	h) Policy for determining 'material' subsidiaries	Yes	https://www.bergerpaints.com/about-us/rpt-policy.html
9	i) Details of familiarization programmes imparted to independent directors	Yes	https://www.bergerpaints.com/about-us/familiarization-program.html
10	j) Email address for grievance redressal and other relevant details	Yes	https://www.bergerpaints.com/investors/investor-services.html
11	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
12	l) Financial results	Yes	https://www.bergerpaints.com/investors/quarterly-reports.html
13	m) Shareholding pattern	Yes	https://www.bergerpaints.com/investors/shareholding-pattern.html
14	n) Details of agreements entered into with the media companies and/or their associates	NA	
15.1	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
15.2	Audio and video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.bergerpaints.com/investors/media-of-earnings-call.html
16	p) New name and the old name of the listed entity	NA	
17	q) Advertisements as per regulation 47 (1)	Yes	https://www.bergerpaints.com/investors/notice-of-board-meeting.html
18	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



19	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
20	t) Secretarial compliance Report	Yes	https://www.bergerpaints.com/investors/secretarial-compliance-report.html
21	u) Materiality Policy as per Regulation 30(4)	Yes	https://www.bergerpaints.com/about-us/policy-determine-material-events.html
22	v) Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.bergerpaints.com/investors/compliance.html
23	w) Disclosures under regulation 30(8)	Yes	https://www.bergerpaints.com/investors/compliance.html
24	x) Statement of deviation(s) or variation(s) as specified in regulation 32	NA	
25	y) Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.bergerpaints.com/about-us/dividend-distributionpolicy.html
26	z) Annual return as provided in Section 92 of the Companies Act, 2013	Yes	https://www.bergerpaints.com/investors/annual-returns.html
As per other regulations of the LODR:			
27	a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.bergerpaints.com/
28	It is certified that these contents on the website of the listed entity are correct as per regulation 46(3)	Yes	https://www.bergerpaints.com/disclaimer.html



Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



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(1C), 17(1D),17(1E)	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>Role of Audit Committee and informtion to be reviewed by the audit committee</i>	18(3)	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>Role of Nomination & Remuneration Committee</i>	19(4)	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>Role of Stakeholder Relationship Committee</i>	20(4)	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>Quorum of Risk Management Committee</i>	21(3B)	Yes
<i>Gap between the meetings of the Risk Management Committee</i>	21(3C)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6) &(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)	N.A
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Appointment, Re- appointment or removal of Independent Director through special Resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Director who resigned from the listed entity	25(11)	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
Approval of the board and shareholders for compensation or profits sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
Vaccancies in respect of Key Managerial Personnel	26A(1)&26A(2)	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



Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
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
<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>		
<p>Name & Designation Arunito Ganguly, Vice President & Company Secretary</p>		

For BERGER PAINTS INDIA LIMITED

ARUNITO GANGULY
 Vice President & Company Secretary

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

ANNEX IV

Half year ending - 31st March, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA
KMPs or any other entity controlled by them	NA	NA

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA



KMPs or any other entity controlled by them	NA	NA	NA
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

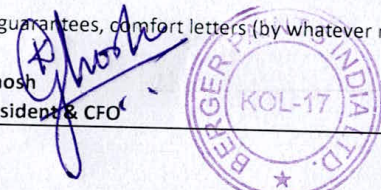
II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or

For Berger Paints India Limited

Name & Designation: Kaushik Ghosh

Vice President & CFO



Note

- These disclosures exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..