



8th January, 2020

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: BERGEPAINT	Listing Department Calcutta Stock Exchange Limited 7 Lyons Range, <u>Kolkata-700001</u> Scrip Code: 12529
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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 31st December, 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

1. Name of listed Entity- Berger Paints India Limited
2. Quarter ended- December, 2019

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

Annexure 1

1. 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 - AAPD8095P 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 - ADKR9770R DIN - 03439064	Executive	01-07-2012	01-07-2017			12-07-1965	1	0	1	0
Ms.	Rishma Kaur	PAN - AAPFK0172I 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.	Nareesh Gujral	PAN - AAAPG3651M 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 - AADPP1169I 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 Hoan	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

5 - PAN number of any director would not be displayed on the website of Stock Exchange

8 - 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:

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 Mr Kamal Ranjan Das has been re-appointed as Non-Executive, Independent Director of the Company after passing the special resolution at the Annual General meeting held on 3rd August, 2018.



III. 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	: Non Executive- Independent, Chairperson : Non Executive- Non Independent : Non Executive- Independent : Non Executive- Independent	01-02-2019 05-08-2019 01-04-2019 01-04-2019	
2. Compensation & Nomination & Remuneration Committee	Yes	1. Mr. Kamal Ranjan Das 2. Mr. Kuldeep 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



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)
05-08-2019	05-11-2019	Yes	9	4	91

* 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*
05-11-2019	Yes	3	2	05-08-2019	91

*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

- 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.
- 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/advise of Board of Directors may be mentioned here:

Name & Designation

Company Secretary/Compliance Officer/Managing Director/CEO

**CERTIFIED TRUE COPY
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.