

Limited Review Report


**Review Report to
The Board of Directors
Berger Paints India Limited**

1. We have reviewed the accompanying statement of unaudited financial results of **Berger Paints India Limited** ("the Company") for the quarter ended September 30, 2016 and year to date from April 1, 2016 to September 30, 2016 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. We have not reviewed the accompanying financial results and other financial information for the three months ended September 30, 2015 and half year ended September 30, 2015 which have been presented solely based on the information compiled by management

For S.R. BATLIBOI & CO. LLP
ICAI Firm registration number: 301003E/E300005
Chartered Accountants



per Bhaswar Sarkar
Partner
Membership No.: 055596



Place of Signature: New Delhi
Date: November 3, 2016

Limited Review Report**Review Report to
The Board of Directors
Berger Paints India Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Berger Group comprising Berger Paints India Limited ('the Company') and its subsidiaries (together, 'the Group') and joint ventures, for the quarter and half year ended September 30, 2016 (the "Statement"), attached herewith being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No.CIR/CFD/FAC/62/2016 dated July 5, 2016. The Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit, and accordingly we do not express an audit opinion.
3. We did not review assets of Rs.485.46 crores as at September 30, 2016 and revenues of Rs.127.2 crores and Rs.213.26 crores for the quarter and six months ended September 30, 2016 respectively, included in the accompanying unaudited consolidated financial results, relating to subsidiaries, whose financial information have been reviewed by the other auditors and whose reports have been furnished to us. Our conclusion on the unaudited quarterly financial results, in so far as it relates to such subsidiaries is based solely on the reports of the other auditors.
4. We did not review assets of Rs.47.27 crores as at September 30, 2016 and revenues of Rs.1.66 crores and Rs.2.20 crores for the quarter and six months ended September 30, 2016 respectively, included in the accompanying unaudited consolidated financial results, relating to certain subsidiaries. The accompanying unaudited consolidated financial results also includes the Group's share of net income of Rs.2.72 crores and Rs.6.21 crores for the quarter and six months ended September 30, 2016 respectively, in respect of joint ventures. These financial results has been prepared by the management, and our conclusion is based solely on the management certified accounts. Our conclusion is not qualified in respect of this matter.
5. Based on our review conducted as above and on consideration of reports of other auditors on the unaudited separate quarterly financial results of certain subsidiaries and certification by the management of the financial results of other subsidiaries and joint ventures, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No.CIR/CFD/FAC/62/2016 dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.



S.R. BATLIBOI & Co. LLP

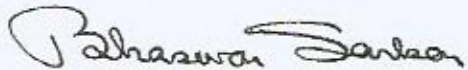
Chartered Accountants

6. We have not reviewed the accompanying consolidated financial results and other financial information for the three months ended September 30, 2015 and half year ended September 30, 2015 which have been presented solely based on the information complied by management.

For S.R. BATLIBOI & CO. LLP

ICAI Firm registration number: 301003E/E300005

Chartered Accountants



per Bhaswar Sarkar

Partner

Membership No.:55596

Place New Delhi

Date: November 3, 2016



**STANDALONE STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED
30TH SEPTEMBER 2016**

Sr No	Particulars	UNAUDITED				
		Three Months Ended 30.09.16	Preceding Three Months Ended 30.06.16	Corresponding Three Months Ended 30.09.15	Six Months Ended 30.09.16	Corresponding Six Months Ended 30.09.15
				(Refer note 3)		(Refer note 3)
1	Income from operations					
	(a) Revenue from operations	1,139.68	1,156.96	1,069.11	2,296.64	2,124.81
	(b) Other Operating Income	3.80	3.43	3.47	7.23	6.48
	Total income from operations	1,143.48	1,160.39	1,072.58	2,303.87	2,131.29
2	Expenses					
	(a) Cost of materials consumed	593.51	484.19	520.05	1,077.70	1,011.13
	(b) Purchases of stock-in-trade	94.60	100.81	87.12	195.41	185.42
	(c) Changes in inventories of finished goods, work-in-process and stock-in-trade	(103.02)	(4.37)	(22.56)	(107.39)	(30.20)
	(d) Excise Duty	122.38	124.73	110.15	247.11	221.32
	(e) Employee benefits expense	55.57	57.44	50.00	113.01	100.32
	(f) Depreciation and amortisation expense	24.23	23.12	22.48	47.35	43.63
	(g) Other expenses	224.59	210.94	192.33	435.53	362.10
	Total expenses	1,011.86	996.86	959.57	2,008.72	1,893.72
3	Profit from operations before other income, finance costs and exceptional items (1-2)	131.62	163.53	113.01	295.15	237.57
4	Other Income	15.90	9.10	8.97	25.00	16.25
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	147.52	172.63	121.98	320.15	253.82
6	Finance costs	2.59	0.76	6.30	3.35	11.35
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	144.93	171.87	115.68	316.80	242.47
8	Exceptional items	86.67	-	-	86.67	-
9	Profit from ordinary activities before tax (7+8)	231.60	171.87	115.68	403.47	242.47
10	Tax expense	70.28	57.64	39.41	127.92	82.91
11	Net Profit for the period (9-10)	161.32	114.23	76.27	275.55	159.56
12	Other comprehensive income, net of income tax	(2.22)	(0.23)	(0.24)	(2.45)	(0.45)
13	Total comprehensive income for the period (11+12)	159.10	114.00	76.03	273.10	159.11
14	Paid-up equity share capital (Face value of Re. 1 each)	97.10	69.35	69.35	97.10	69.35
15	Earnings Per Share (of Re. 1/- each) (not annualised)					
	(a) Basic	1.66	1.18	0.79	2.84	1.64
	(b) Diluted	1.66	1.18	0.79	2.84	1.64

Reconciliation of Net profit as reported under previous Generally Accepted Accounting principles ('Previous GAAP') and as per IND AS (Standalone)

Appendix A	Notes	NET PROFIT RECONCILIATION	
		For the quarter ended 30 Sep 2015	For the six months ended 30 Sep 2015
Nature of Adjustments			
Net profit Previous GAAP		76.21	159.01
Remeasurement cost of net defined benefit liability	a	0.36	0.69
Effect of measurement of financial instruments at fair value	b	(0.72)	(0.22)
Deferred Tax	c	0.42	0.08
Net profit as per IND AS		76.27	159.56
Other comprehensive income (net of tax)		(0.24)	(0.45)
Total comprehensive income (net of tax)		76.03	159.11

a) Remeasurement cost of net defined benefit liability : The remeasurement cost arising primarily due to change in actuarial assumptions has been recognised in other comprehensive income (OCI) under IND AS instead of Profit and loss under previous GAAP

b) Fair Valuation of Financial Instruments: The Company has valued certain financial assets at fair value. The impact of change in fair value as on date of transition (i.e 1 April 2015) is recognised in opening equity and changes thereafter are recognised in the statement of Profit and Loss

c) The impact of change in method of computation of deferred tax has resulted in charge to the equity on the date of transition (i.e 1 April 2015) and impact on the statement of Profit and Loss for the subsequent periods

Particulars	Unaudited
	As at 30.09.16
ASSETS	
(1) Non-current assets	
(a) Property, plant and equipment	712.99
(b) Capital work-in-progress	64.23
(c) Other intangible assets	6.65
(d) Financial assets	
(i) Investments	222.90
(ii) Loans	18.02
(iii) Others	2.19
(e) Other non-current assets	46.48
	1,073.46
(2) Current assets	
(a) Inventories	836.42
(b) Financial assets	
(i) Investments	271.49
(ii) Trade receivables	587.29
(iii) Cash and cash equivalents	34.47
(iv) Bank balances other than (iii) above	23.43
(v) Loans	21.79
(vi) Others	5.37
(c) Other current assets	75.71
	1,855.97
Total assets	2,929.43
EQUITY AND LIABILITIES	
EQUITY	
(a) Equity share capital	97.10
(b) Other equity	1,653.17
	1,750.27
LIABILITIES	
(1) Non-current liabilities	
(a) Financial liabilities	
(i) Other financial liabilities	2.89
(b) Provisions	1.00
(c) Deferred tax liabilities (Net)	45.59
	49.48
(2) Current liabilities	
(a) Financial liabilities	
(i) Borrowings	133.62
(ii) Trade payables	774.50
(iii) Other financial liabilities	85.05
(b) Other current liabilities	105.17
(c) Provisions	31.34
	1,129.68
Total Equity and Liabilities	2,929.43

1 The Company has adopted Indian Accounting Standards ('IND AS') notified by the Ministry of Corporate Affairs with effect from 1st April, 2016. Accordingly, the financial results for the quarter and six months ended 30th September, 2016 are in compliance with IND AS and other Accounting Principles generally accepted in India and the results for the comparative quarter and six months ended 30th September, 2015 are compliant with IND AS.

2 SEBI'S Circular CIR/CFD/CMD/15/2015 dated 30th November 2015 has been subsequently clarified by Circular CIR/CFD/FAC/62/2016 dated 5th July 2016, and the format for these un-audited quarterly results is in compliance with the same. Hence the statement does not include IND-AS compliant statement of results and statement of assets & liabilities for the previous year ended 31st March 2016 as the same is not mandatory as per the aforesaid SEBI's circular dated 5th July 2016.

3 IND AS compliant corresponding figures for the quarter and half year ended 30th September 2015 have not been subjected to limited review or Audit. However, the Company's Management has exercised necessary diligence to ensure that such financial results provide a true and fair view of its affairs.

4 The Company's paint division ("the Business") relating to 4 wheeler passenger cars and SUVs, 3 wheelers and related ancillaries was transferred to BNB Coatings India Private Limited (now renamed, Berger Nippon Paint Automotive Coatings Private Limited or "BNPAC"), an existing Joint Venture between Berger Paints India Limited and Nippon Bee Coatings Private Limited after the close of business hours of 30th June, 2016 on a slump sale basis at a consideration of Rs 90 crores, paid in cash. The annual turnover of the Business was about Rs 29 crores in the year ended 31st March, 2016. BNPAC does not belong to the promoter group. By virtue of being a joint venture where Berger Paints India Limited holds 49% of the paid up share capital, BNPAC may be deemed to be a related party and the transaction was done at an arm's length basis. The "Exceptional Item" head in standalone results for the quarter ended 30th September, 2016 represents the profit on the transfer of the Business, being Rs 86.7 crores, which is subject to tax. In June 2016, the Company had acquired 8,96,700 equity shares of BNPAC at the face value of Rs 1,000 each, aggregating Rs 89.67 crores to finance 49% of the acquisition of the "Business" and other business acquired

5 Reconciliation of Net Profit as reported under previous Generally Accepted Accounting Principles ('Previous GAAP') and as per IND AS, is given as Appendix - A.

6 The Company is engaged in the business of manufacturing paints in India. There are no reportable segment(s) other than "Paints", which singly or in the aggregate qualify for separate disclosure as per provisions of the relevant IND AS. The Management does not believe that the information about segments which are not reportable under IND AS, would be useful to the users of these financial statements.

During the quarter ended 30th September 2016,

a) 277,391,165 Ordinary Shares of Re 1 each were issued and allotted as fully paid up Bonus Shares in the proportion of 2 (two) Bonus Shares for every existing 5 (five) Ordinary Shares.

7 b) the Company has also allotted 83,942 equity shares of Re. 1/- each fully paid up to its eligible employees on their exercise of the options granted to them earlier, pursuant to Employees Stock Option Plan (ESOP).

Consequently, the subscribed and paid-up Share Capital of the Company as on 30th September 2016 stands increased to Rs 970,953,019. Pursuant to this issue and allotment of Bonus Shares and ESOP, the earnings per share (Basic and diluted) have been adjusted for the relevant periods stated above.

8 The above results, as reviewed by the Audit Committee, were approved and taken on record by the Board of Directors at their respective meetings held on 3rd November, 2016. These results have been subjected to Limited Review by the Statutory Auditors of the Company.

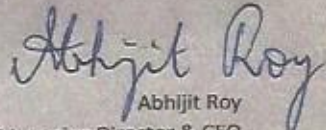
9 Figures for the previous periods have been regrouped, wherever necessary.

New Delhi

Dated : 3rd November 2016

BERGER PAINTS INDIA LIMITED
Registered Office :
Berger House,
129 Park Street, Kolkata 700 017

By Order of the Board of Directors


Abhijit Roy
Managing Director & CEO

CONSOLIDATED STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED

30TH SEPTEMBER 2016

Rs. Crores

Sr No	Particulars	UNAUDITED				
		Three Months Ended	Preceding Three Months Ended	Corresponding Three Months Ended	Six Months Ended	Corresponding Six Months Ended
		30.09.16	30.06.16	30.09.15	30.09.16	30.09.15
				(Refer note 8)		(Refer note 8)
1	Income from operations					
	(a) Revenue from operations	1,266.95	1,241.92	1,175.54	2,508.87	2,298.43
	(b) Other Operating Income	4.44	4.16	4.11	8.60	7.54
	Total income from operations	1,271.39	1,246.08	1,179.65	2,517.47	2,305.97
2	Expenses					
	(a) Cost of materials consumed	647.07	519.23	563.62	1,166.30	1,083.44
	(b) Purchases of stock-in-trade	101.35	109.08	92.01	210.43	194.85
	(c) Changes in inventories of finished goods, work-in-process and stock-in-trade	(104.90)	(6.83)	(20.71)	(111.73)	(27.27)
	(d) Excise Duty	124.81	127.86	112.91	252.67	227.28
	(e) Employee benefits expense	75.82	74.84	67.51	150.66	133.68
	(f) Depreciation and amortisation expense	27.27	26.08	24.91	53.35	48.84
	(g) Other expenses	248.46	226.81	211.84	475.27	396.46
	Total expenses	1,119.88	1,077.07	1,052.09	2,196.95	2,057.28
3	Profit from operations before other income, finance costs and exceptional items (1-2)	151.51	169.01	127.56	320.52	248.69
4	Other income	18.36	10.04	9.17	28.40	16.34
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	169.87	179.05	136.73	348.92	265.03
6	Finance costs	5.06	2.80	7.88	7.86	16.90
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	164.81	176.25	128.85	341.06	248.13
8	Exceptional items	44.20	-	-	44.20	-
9	Profit from ordinary activities before tax (7+8)	209.01	176.25	128.85	385.26	248.13
10	Tax expense	72.95	59.48	41.08	132.43	85.22
11	Net Profit for the period (9-10)	136.06	116.77	87.77	252.83	162.91
12	Share of Profit / (loss) of associates and joint ventures	2.72	3.49	1.56	6.21	4.25
13	Net Profit / (Loss) for the period (11 +/- 12)	138.78	120.26	89.33	259.04	167.16
14	Other comprehensive income, net of income tax	(2.19)	(0.27)	(0.35)	(2.46)	(0.63)
15	Total comprehensive income for the period (11+12)	136.59	119.99	88.98	256.58	166.53
16	Paid-up equity share capital (Face value of Re. 1 each)	97.10	69.35	69.35	97.10	69.35
17	Earnings Per Share (of Re. 1/- each) (not annualised)					
	(a) Basic	1.43	1.24	0.92	2.67	1.72
	(b) Diluted	1.43	1.24	0.92	2.67	1.72

Reconciliation of Net profit as reported under previous Generally Accepted Accounting principles ('Previous GAAP') and as per IND AS (Consolidated)

Appendix B	Notes	NET PROFIT RECONCILIATION	
		For the quarter ended 30 Sep 2015	For the six months ended 30 Sep 2015
Nature of Adjustments			
Net profit/Equity as per Previous GAAP		88.96	166.26
Remeasurement cost of net defined benefit liability	a	0.77	1.06
Effect of measurement of financial instruments at fair value	b	(0.73)	(0.23)
Deferred Tax	c	0.33	0.07
Net profit/Equity as per IND AS		89.33	167.16
Other comprehensive income (net of tax)		(0.35)	(0.63)
Total comprehensive income/Equity (net of tax)		88.98	166.53

a) Remeasurement cost of net defined benefit liability : The remeasurement cost arising primarily due to change in actuarial assumptions has been recognised in other comprehensive income ((OCI) under IND AS instead of Profit and loss under previous GAAP

b) Fair Valuation of Financial Instruments: The Company has valued certain financial assets at fair value. The Impact of change in fair value as on date of transition (i.e 1 April 2015) is recognised in opening equity and changes thereafter are recognised in the statement of Profit and Loss.

c) The Impact of change in method of computation of deferred tax has resulted in charge to the equity on the date of transition (i.e 1 April 2015) and impact on the statement of Profit and Loss for the subsequent periods and impact on the statement of Profit and Loss for the subsequent periods

Particulars	Unaudited
	as at 30.09.16
ASSETS	
(1) Non-current assets	
(a) Property, plant and equipment	785.29
(b) Capital work-in-progress	69.48
(c) Other intangible assets	193.95
(d) Financial assets	-
(i) Investments	62.49
(ii) Loans	18.02
(iii) Others	2.80
(e) Other non-current assets	46.53
	1,178.56
(2) Current assets	
(a) Inventories	888.51
(b) Financial assets	-
(i) Investments	271.49
(ii) Trade receivables	707.52
(iii) Cash and cash equivalents	56.09
(iv) Bank balances other than (iii) above	62.52
(v) Loans	6.68
(vi) Others	19.29
(c) Other current assets	86.69
	2,098.79
Total assets	3,277.35
EQUITY AND LIABILITIES	
EQUITY	
(a) Equity share capital	97.10
(b) Other equity	1,555.55
	1,652.65
LIABILITIES	
(1) Non-current liabilities	
(a) Financial liabilities	
i) Borrowings	215.23
ii) Other financial liabilities	2.89
(b) Long term provisions	6.03
(c) Deferred tax liabilities (Net)	67.33
	291.48
(2) Current liabilities	
(a) Financial liabilities	
(i) Borrowings	172.63
(ii) Trade payables	822.51
(iii) Other financial liabilities	177.13
(b) Other current liabilities	117.52
(c) Provisions	43.43
	1,333.22
Total Equity and Liabilities	3,277.35

notes :

The Company has adopted Indian Accounting Standards ('IND AS') notified by the Ministry of Corporate Affairs with effect from 1st April, 2016. Accordingly, the financial results for the quarter and six months ended 30th September, 2016 are in compliance with IND AS and other Accounting Principles generally accepted in India and the results for the comparative quarter and six months ended 30th September, 2015 are also compliant with IND AS.

Reconciliation of Net Profit as reported under previous Generally Accepted Accounting Principles ('Previous GAAP') and as per IND AS, is given as Appendix - B.

The Company's paint division ("the Business") relating to 4 wheeler passenger cars and SUVs, 3 wheelers and related ancillaries was transferred to BNB Coatings India Private Limited (now renamed, Berger Nippon Paint Automotive Coatings Private Limited or "BNPAC"), an existing Joint Venture between Berger Paints India Limited and Nippon Bee Coatings Private Limited after the close of business hours of 30th June, 2016 on a slump sale basis at a consideration of Rs 90 crores, paid in cash. The annual turnover of the Business was about Rs 29 crores in the year ended 31st March, 2016. BNPAC does not belong to the promoter group. By virtue of being a joint venture where Berger Paints India Limited holds 49% of the paid up share capital, BNPAC may be deemed to be a related party and the transaction was done at an arm's length basis. The "Exceptional Item" head in standalone results for the quarter ended 30th September, 2016 represents the profit on the transfer of the Business, being Rs 86.7 crores, which is subject to tax. In June 2016, the Company had acquired 8,96,700 equity shares of BNPAC at the face value of Rs 1,000 each, aggregating Rs 89.67 crores to finance 49% of the acquisition of the "Business" and other business acquired from a third party by BNPAC.

- 4) In the consolidated statement, as per the IND AS, the realized gain to the extent of 51% being borne by a third party investor has been recognised under the equity method in the share of the consolidated profit for the quarter, with a corresponding reduction of 49% in the carrying amount of the investment in the consolidated balance sheet.

The above results, as reviewed by the Audit Committee, were approved and taken on record by the Board of Directors at their respective meetings held on 3rd November, 2016. These results have been subjected to Limited Review by the statutory auditors of the Company.

- 6) Figures for the previous periods have been regrouped, wherever necessary.

The format for un-audited quarterly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30th November 2015 has been modified to comply with requirements of SEBI's Circular CIR/CFD/FAC/62/2016 dated 5th July 2016, NSE Circular NSE/CML/2016/12 dated 20th September 2016, IND AS and Schedule III (Division II) to the Companies Act, 2013 applicable to the companies that are required to comply with IND AS. Hence the statement does not include IND-AS compliant statement of results and statement of assets & liabilities for the previous year ended 31st March 2016 as the same is not mandatory as aforesaid SEBI's circular dated 5th July 2016.

- 8) IND AS compliant corresponding figures for the quarter and half year ended 30th September 2015 have not been subjected to limited review or Audit. However, the Companies Management has exercised necessary diligence to ensure that such financial results provide a true and fair view of its affairs.

By Order of the Board of Directors

New Delhi

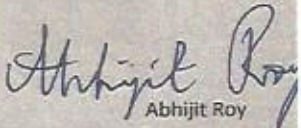
Dated : 3rd November, 2016

BERGER PAINTS INDIA LIMITED

Registered Office :

Berger House,

129 Park Street, Kolkata 700 017


Abhijit Roy
Managing Director & CEO