

**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

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UDIN: F005684C000355143

**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**BERGER PAINTS INDIA LIMITED**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> March, 2021

[Pursuant to Circular No. CIR/CFD/CMD1/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India and also pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,  
The Members,  
M/s. Berger Paints India Limited  
Berger House,  
129, Park Street,  
Kolkata-700017

1. We have examined:
  - (a) The documents and records made available to us and explanation provided by **M/s. Berger Paints India Limited** ("the listed entity")
  - (b) The filings/ submissions made by the listed entity to the stock exchanges,
  - (c) Website of the listed entity,
  - (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31<sup>st</sup> March, 2021 in respect of compliance with the provisions of :
    - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
    - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable during the period under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable during the period under review
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable during the period under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

1.	2.	3.	4.
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;	Not Applicable	There was no Buyback of shares during the period under review.
2	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	Not Applicable	No Debt Securities has been issued by the Company during the period under review.
3	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;	Not Applicable	No Non-Convertible and Redeemable Preference Shares has been issued by the Company during the period under review.

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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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3. This is to also certify that the Company has ensured, through the letter of appointment of the Statutory Auditors of the Company that the conditions as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 issued by Securities and Exchange Board of India is included in the terms of appointment of the statutory auditor.

**For, ANJAN KUMAR ROY & CO.**  
**Company Secretaries**

**Place : Kolkata**  
**Date : 22<sup>nd</sup> May, 2021**

**ANJAN KUMAR ROY**  
Proprietor  
**FCS No. 5684**  
**CP. No. 4557**  
**UDIN: F005684C000355143**