

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684E000284666

Secretarial Compliance Report of M/s. Berger Paints India Limited
for the financial year ended 31st March, 2023

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Circular No. CIR/CFD/CMD1/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

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

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Berger Paints India Limited** (hereinafter referred as '**the listed entity**'), having its Registered Office at Berger House, 129 Park Street, Kolkata, WB-700017. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

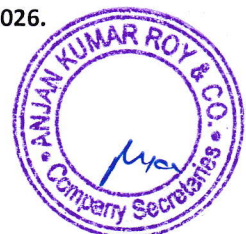
We, Anjan Kumar Roy & Co., Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Berger Paints India Limited** (here in after to be referred "**the listed entity**"),

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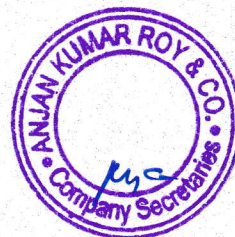
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- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on 31st March, 2023 (“**Period under review**”) 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**”);

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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- (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 and Sweat Equity) Regulations, 2021;



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- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations;
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- Not Applicable during the period under review.

We hereby report that, during the Period under Review the compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance Status	Observations/Remarks by PCS
1.	<u>Secretarial Standards :</u> The Compliances of the listed entity are in accordance with applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	N.A.
2.	<u>Adoption and timely updation of the policies :</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/guidelines issued by SEBI	Yes	N.A.

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3.	<u>Maintenance and disclosures on Website :</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents / information under a separate section on the website • Web Links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant documents / section of the website 	Yes	N.A.
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	N.A.
5.	<u>To examine details related to Subsidiaries of listed entities:</u> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	The company does not have any Material Subsidiary.
6.	<u>Preservation of Documents :</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and	Yes	N.A.

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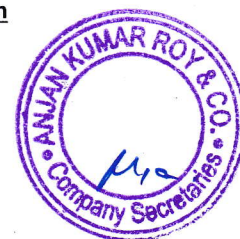
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	under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation :</u> The listed entity has conducted performance evaluation of the Board , Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	The evaluation has to be done in a year and the company has complied with it.
8.	<u>Related Party Transactions:</u> a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained , the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee	Yes	N.A.
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations ,2015 within the time limits prescribed thereunder.	Yes	N.A.
10.	<u>Prohibition of Insider Trading :</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	N.A.

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11.	<u>Actions taken by SEBI or Stock Exchanges, if any :</u> No Actions taken against the listed entity / its promoters/ directors /subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars /guidelines issued thereunder	No	No Actions has been taken against the listed entity/ its Promoters/ Directors/ Subsidiaries either by SEBI or Stock Exchanges during the period under review.
12.	<u>Additional Non- compliance s, if any;</u> No any additional non-compliance observed for all SEBI Regulation/circular /guideline note etc.	No	No additional non compliance has been observed regarding SEBI Regulations.

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:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks.

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	specific clause)									
	No Non-Compliance	N.A	No Deviation	N.A.	N.A.	N.A.	N.A.	No non compliance has been observed.	No	N.A.

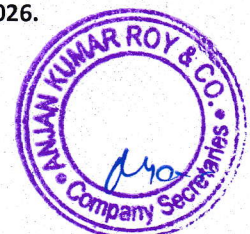
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks.
	No Non-Compliance	N.A	No Deviation	N.A.	N.A.	N.A.	N.A.	No deviation has been observed.	No	N.A.

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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 18th 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



Anjan

ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684E000284666

Peer Review Certificate No. 869/2020

Place : Kolkata

Date : 15th May, 2023

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026.

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