

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company: BERGER PAINTS INDIA LIMITED**

**For the Quarter ended: MARCH 31<sup>ST</sup>, 2014**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49(I)		
(A) Composition of Board	49(IA)	YES	--
(B) Non-Executive Directors' compensation & disclosures	49(IB)	YES	--
(C) Other Provisions as to Board and Committees	49(IC)	YES	--
(D) Code of Conduct	49(ID)	YES	--
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	YES	--
(B) Meetings of Audit Committee	49(IIB)	YES	--
(C) Powers of Audit Committee	49(IIC)	YES	--
(D) Role of Audit Committee	49(IID)	YES	--
(E) Review of Information by Audit Committee	49(IIE)	YES	--
<b>III. Subsidiary Companies</b>	49(III)	YES	--
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of Related Party Transactions	49(IVA)	YES	Will be disclosed in the forthcoming Annual Report.
(B) Disclosure of Accounting Treatment	49(IVB)	YES	Will be disclosed in the forthcoming Annual Report.
(C) Board Disclosures	49(IVC)	YES	Will be disclosed in the forthcoming Annual Report.
(D) Proceeds from Public Issues, Right Issues, Preferential Issues, etc.	49(IVD)	YES	The proceeds of the preferential issues made by the company in the year 2009-10 have been fully used up in the growth related activities.
(E) Remuneration of Directors	49(IVE)	YES	Will be disclosed in the forthcoming Annual Report.
(F) Management	49(IVF)	YES	Will be disclosed in the forthcoming Annual Report.
(G) Shareholders	49(IVG)	YES	Will be disclosed in the forthcoming Annual Report.
<b>V.CEO / CFO Certification</b>	49(V)	YES	--
<b>VI. Report on Corporate Governance</b>	49(VI)	YES	Will form a part of the forthcoming Annual Report.
<b>VII. Compliance</b>	49(VII)	YES	--