



3<sup>rd</sup> October, 2018

Ref. STOCK EXG/AS/2018

The Corporate Relationship Department BSE Limited 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai - 400001</u>	The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No.-C/1, 'G' Block, Bandra- Kurla Complex, Bandra (E) <u>Mumbai - 400051</u>	Listing Department Calcutta Stock Exchange Limited 7 Lyons Range, <u>Kolkata-700001</u>
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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 30<sup>th</sup> September, 2018 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 : as above

**BERGER PAINTS INDIA LIMITED**

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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**ANNEXURE - I**

1. Name of Listed Entity - BERGER PAINTS INDIA LIMITED
2. Quarter ending - SEPTEMBER 2018

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chair person in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kuldip Singh Dhingra	PAN - AAP/PD8095P DIN - 00048406	Chairperson- Non Executive	03/08/2018		1	0	0
Mr.	Gurbachan Singh Dhingra	PAN - AFP/PD7906N DIN - 00048465	Vice Chairperson- Non Executive	03/08/2018		1	2	0
Mr.	Abhijit Roy	PAN - ADK/PR9770R DIN - 03439064	Executive	01/07/2017		1	1	0
Mrs.	Rishma Kaur	PAN - AAP/PK0172J DIN - 00043154	Executive	01/12/2014		1	0	0
Mr.	Kanwardip Singh Dhingra	PAN - AHU/PD8109Q DIN - 02696670	Executive	01/12/2014		1	0	0
Mr.	Dhirendra Swarup	PAN - AAY/PS1878A DIN - 02878434	Independent- Non Executive	08/09/2014	60 months	2	2	2
Mr.	Gopal Krishna Pillai	PAN - AEN/PP4301G DIN - 02340756	Independent- Non Executive	12/09/2014	60 months	3	3	2
Mr.	Nareesh Gujral	PAN - AAAP/G3651M DIN - 00028444	Independent- Non Executive	20/08/2014	60 months	1	0	0
Mr.	Pulak Chandan Prasad	PAN - AAD/PP1169J DIN - 00003557	Independent- Non Executive	01/04/2014	60 months	3	1	0
Mr.	Kamal Ranjan Das	PAN - ACL/PD8850A DIN - 00048491	Independent- Non Executive	01/04/2014	60 months	1	2	0

\$ - PAN number of any director would not be displayed on the website of Stock Exchange  
 & - 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.

**II.COMPOSITION OF COMMITTEES**

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</i>
<b>1. Audit Committee</b>	1. Mr. Dharendra Swar-up 2. Mr. Kamal Ranjan Das 3. Mr. Gurbachan Singh Dhingra 4. Mr. Pulak Chandan Prasad 5. Mr. Gopal Krishna Pillai	: Non Executive- Independent : Non Executive- Independent : Vice Chairperson - Non Executive : Non Executive- Independent : Non Executive- Independent
<b>2. Compensation and Nomination and Remuneration Committee</b>	1. Mr. Kamal Ranjan Das 2. Mr. Kuldeep Singh Dhingra 3. Mr. Pulak Chandan Prasad	: Non Executive - Independent : Chairperson - Non Executive : Non Executive - Independent
<b>3. Business Process and Risk Management Committee</b>	1. Mr. Gurbachan Singh Dhingra 2. Mr. Kamal Ranjan Das 3. Mr. Abhijit Roy 4. Mrs. Rishma Kaur 5. Mr. Kanwardip Singh Dhingra 6. Mr. Srijit Dasgupta 7. Mr. Anil Bhalla	: Vice Chairperson - Non Executive : Non Executive - Independent : Executive (Managing Director & CEO) : Executive : Executive : Nominee (CFO) : Nominee
<b>4. Stakeholders Relationship and Investor Grievance Committee</b>	1. Mr. Kamal Ranjan Das 2. Mr. Gurbachan Singh Dhingra 3. Mr. Abhijit Roy	: Non Executive - Independent : Vice Chairperson - Non Executive : Executive (Managing Director & CEO)

& - 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	Maximum gap between any two consecutive meetings (in number of days)
30 <sup>th</sup> May, 2018	3 <sup>rd</sup> August 2018	120 days

IV. MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
30 <sup>th</sup> May, 2018	Yes	3 <sup>rd</sup> August, 2018	120 days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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
<p>1 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.</p> <p>2 If status is "No" details of non-compliance maybe given here.</p>

**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/ advice of Board of Directors may be mentioned here:

**FOR BERGER PAINTS INDIA LIMITED**

**Company Secretary/Compliance Officer/Managing Director/CEO**


  
 Anilbuddha Sen  
 Senior Vice President & Company Secretary

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.

**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirm</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1 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" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation</b></p> <p><b>Company Secretary / Compliance Officer / Managing Director / CEO</b></p>		<p>For BERGER PAINTS INDIA LIMITED</p>  <p>Aniruddha Sen Senior Vice President &amp; Company Secretary</p>