



STOCK. EXG/ AG/ 2023-24

15th May, 2024

The Corporate Relationship
Department
BSE Limited,
1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Scrip Code : 509480

The Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor,
Plot No.-C/1, 'G' Block,
Bandra- Kurla Complex,
Bandra (E)
Mumbai - 400051

Scrip Code : BERGEPAIN T

Listing Department
The Calcutta Stock Exchange
Ltd.
7 Lyons Range,
Kolkata-700001

Scrip Code : 12529

Dear Sir / Madam,

Sub : Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Compensation and Nomination and Remuneration Committee, the Board of Directors at its meeting held earlier during the day i.e., 15th May, 2024 had approved –

- i. Continuation of Directorship of Mr Kuldeep Singh Dhingra (DIN: 00048406) as a Non-Executive, Non-Independent Director of the Company after attaining the age of 75 years, liable to retire by rotation, subject to approval by the Members of the Company at the ensuing Annual General Meeting.
- ii. Continuation of Directorship of Mr Gurbachan Singh Dhingra (DIN : 00048465) as a Non-Executive, Non-Independent Director of the Company who will attain the age of 75 years on 9th April, 2025, liable to retire by rotation subject to approval by the Members at the ensuing Annual General Meeting.
- iii. Ms Rishma Kaur (DIN: 00043154) has informed the Board that she would not like to continue as a Whole-time-Director of the Company due to personal reasons beyond 2nd August, 2024 (her existing tenure). She would continue to be a Member of the Board as a Non-Executive Director of the Company, subject to requisite approvals, if any.
- iv. At the Compensation and Nomination and Remuneration Committee (CNRC) meeting held prior to the Board meeting today it was informed by Mr Kuldeep Singh Dhingra, Chairman that he intends to step down as Chairman with effect from close of business hours on 12th August, 2024. The CNRC considered the matter and thereafter recommended to the Board that Ms Rishma Kaur be appointed as the Chairperson of the Company at the Board meeting scheduled on 9th August, 2024 with effect from 13th August, 2024, subject to her appointment as Director being approved by the



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- shareholders in accordance with Regulation 17(1)(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors noted the discussions held in CNRC meeting.
- v. Mr Kanwardip Singh Dhingra (DIN: 02696670) has informed the Board that he would not like to continue as a Whole-time-Director of the Company due to personal reasons beyond 2nd August, 2024 (his existing tenure). He would continue to be a Member of the Board as a Non-Executive Director of the Company subject to requisite approvals, if any.
- vi. At the Compensation and Nomination and Remuneration Committee (CNRC) meeting held prior to the Board meeting today it was informed by Mr Gurbachan Singh Dhingra, Vice Chairman that he intends to step down as the Vice Chairman with effect from close of business hours on 12th August, 2024. The CNRC considered the matter and thereafter recommended to the Board that Mr Kanwardip Singh Dhingra be appointed as the Vice Chairman of the Company at the Board meeting scheduled on 9th August, 2024 with effect from 13th August, 2024, subject to his appointment as Director being approved by the shareholders in accordance with Regulation 17(1)(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors noted the discussions held in CNRC meeting.
- vii. The CNRC also recommended that Mr Kuldip Singh Dhingra and Mr Gurbachan Singh Dhingra would be re-designated as Chairman Emeritus and Vice-Chairman Emeritus respectively with effect from 13th August, 2024. In their new capacities they would guide their successors with their innovative ideas, strategic thinking, leadership abilities and overall understanding of the business. They would also continue to assist the Board with their experience, vision, deep knowledge of the business and their expertise. The proposed changes form part of the regular succession planning exercise of the Company ensuring seamless transition to the next generation of leaders.
- viii. Remuneration payable to Mr Abhijit Roy, Managing Director & Chief Executive Officer (DIN : 03439064) of the Company for the period commencing from 1st July, 2024 till the completion of his present tenure on 30th June, 2027 has been revised. The proposed remuneration would be in accordance with Remuneration Policy of the Company and will be subject to approval of the shareholders of the Company in the forthcoming Annual General Meeting ('AGM'). The revision in remuneration will be intimated to the shareholders vide the Notice of the AGM as will be sent to you in due course.
- ix. Reappointment of Dr Anoop Kumar Mittal (DIN: 05177010) as Non-Executive, Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 19th March, 2025 up to 18th March, 2030, not liable to retire by rotation, subject to approval by the Members of the Company at the ensuing Annual General Meeting.



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- x. Appointment of Mr Subir Bose (DIN: 00048451) as an Additional Director (Category – Non-Executive, Independent) w.e.f 15th May, 2024 to hold office up to the date of the ensuing Annual General Meeting of the Company. Further, Mr Bose has been appointed as Non-Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from 15th May, 2024 up to 14th May, 2029, not liable to retire by rotation. His continuation of directorship after attaining the age of 75 years along his appointment as a Non-Executive, Independent Director is subject to approval by the Members of the Company at the ensuing Annual General Meeting.

The particulars of all the directors as mentioned hereinabove and as applicable in terms of SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is enclosed herewith.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For **BERGER PAINTS INDIA LIMITED**


Arunito Ganguly
Vice President & Company Secretary



Encl.: a/a

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Annexure I

Name of Director	Mr Kuldip Singh Dhingra (DIN: 00048406)
Reason for change viz. appointment	Mr Kuldip Singh Dhingra (Mr Dhingra) aged 76 years, is a Non-Executive and Non-Independent Director of the Company liable to retire by rotation. Mr Dhingra had attained the age of 75 years on 2 nd September, 2022. Upon recommendation of the Compensation and Nomination and Remuneration Committee and approval of the Board of Directors it is proposed that a Special Resolution be passed by the Members at the ensuing Annual General Meeting, so that he can continue as a Non-Executive, Non-Independent Director of the Company even after attaining 75 (seventy five) years.
Date of appointment	Continuation of directorship of Mr Dhingra as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.
Term of appointment	Mr Dhingra is a Non-Executive, Non-Independent Director of the Company liable to retire by rotation.
Brief Profile	Mr Kuldip Singh Dhingra is the Chairman of the Board of Directors He has been a Director of the Company since 1991. Mr. Dhingra is a Science Graduate from Hindu College, Delhi University. He is a promoter, an industrialist with long standing experience in the paint and related industries. His rich experience and expertise is helpful for the organic and inorganic growth of the business.
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	Mr Dhingra is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.
Disclosure of relationship between Directors	Brother of Mr G.S. Dhingra, Vice Chairman, father of Ms Rishma Kaur, Executive Director and brother of the father of Mr Kanwardip Singh Dhingra, Executive Director



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Name of Director	Mr Gurbachan Singh Dhingra (DIN: 00048465)
Reason for change viz. appointment	Mr Gurbachan Singh Dhingra (Mr Dhingra) aged 74 years, is a Non-Executive and Non-Independent Director of the Company liable to retire by rotation. Mr Dhingra will attain the age of 75 years on 9 th April, 2025. Upon recommendation of the Compensation and Nomination and Remuneration Committee and approval of the Board of Directors it is proposed that a Special Resolution be passed by the Members at the ensuing Annual General Meeting, so that he can continue as a Non-Executive, Non-Independent Director of the Company even after attaining 75 (seventy five) years.
Date of appointment	Continuation of directorship of Mr Dhingra as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.
Term of appointment	Mr Dhingra is a Non-Executive, Non-Independent Director of the Company liable to retire by rotation.
Brief Profile	Mr Gurbachan Singh Dhingra is the Vice-Chairman of the Board of Directors. He has been a Director of the Company since 1993. Mr Dhingra is a Graduate from Punjab University. He is a promoter and an industrialist with considerable experience in the paint industry, especially in its technical aspects.
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	Mr Dhingra is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.
Disclosure of relationship between Directors	Brother of Mr K.S. Dhingra, Chairman, father of Mr Kanwardip Singh Dhingra, Executive Director and brother of the father of Ms Rishma Kaur, Executive Director



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Name of Director	Ms Rishma Kaur (DIN: 00043154)
Reason for change viz. resignation, appointment	Ms Rishma Kaur (Ms Kaur) has informed the Board that she would not like to continue as a Whole-time-Director of the Company due to personal reasons beyond 2 nd August, 2024 (her existing tenure) though she would continue to be a Member of the Board as a Non-Executive Director of the Company, subject to requisite approvals, if any.
Date of cessation	Ms Kaur will cease to be Whole-time-Director with effect from 3 rd August, 2024 and will continue as Non-Executive Director subject to her appointment as Director being approved by the shareholders in accordance with Regulation 17(1)(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the ensuing Annual General Meeting.
Date of re-appointment	Mrs Kaur will continue as Non-Executive Director subject to her appointment as Director being approved by the shareholders in accordance with Regulation 17(1)(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the ensuing Annual General Meeting.
Brief Profile	Ms. Rishma Kaur holds a B.Sc. in Business Studies from University of Buckingham, U.K. and studied German Language at the University of Augsburg, Bavaria, Germany. She has got experience and knowledge in paint industry. She has been involved in development of business including those relating to large projects in decorative paints, development of marketing initiatives and corporate affairs.
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	Ms Kaur is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.
Disclosure of relationship between Directors	Cousin sister of Mr Kanwardip Singh Dhingra, Executive Director, niece of Mr Gurbachan Singh Dhingra, Vice-Chairman of the Company and daughter of Mr Kuldip Singh Dhingra



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Name of Director	Mr Kanwardip Singh Dhingra (DIN: 02696670)
Reason for change viz. resignation, appointment	Mr Kanwardip Singh Dhingra (Mr Kanwar) has informed the Board that he would not like to continue as a Whole-time-Director of the Company due to personal reasons beyond 2 nd August, 2024 (her existing tenure) though he would continue to be a Member of the Board as a Non-Executive Director of the Company, subject to requisite approvals, if any.
Date of cessation	Mr Kanwar will cease to be Whole-time-Director with effect from 3 rd August, 2024 and will continue as Non-Executive Director subject to his appointment as Director being approved by the shareholders in accordance with Regulation 17(1)(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the ensuing Annual General Meeting.
Date of re-appointment	Mr Kanwar will continue as Non-Executive Director subject to his appointment as Director being approved by the shareholders in accordance with Regulation 17(1)(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the ensuing Annual General Meeting.
Brief Profile	Mr Kanwar holds a Bachelor's degree in Chemical Engineering from University of Akron, Ohio, USA with specialization in Polymer Engineering and minor in Chemistry. He has got experience in Manufacturing and Process Engineering and accordingly contributes to setting up of various projects of the Company, its subsidiaries and associates, looking into its manufacturing and technical matters.
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	Mr Kanwar is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.
Disclosure of relationship between Directors	Cousin brother of Ms Rishma Kaur, Executive Director, nephew of Mr Kuldip Singh Dhingra, Chairman of the Company and son of Mr Gurbachan Singh Dhingra, Vice Chairman of the Company.



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Name of Director	Dr Anoop Kumar Mittal (DIN: 05177010)
Reason for change viz. appointment	Re-appointment of Dr Anoop Kumar Mittal (Dr Mittal) as Non-Executive, Independent Director of the Company for the second term of 5 (five) consecutive years. His present term will end on 18 th March, 2025.
Date of appointment	Re-appointment for a second term of 5 (five) consecutive years with effect from 19 th March, 2025 up to 18 th March, 2030 subject to the approval of Members at the ensuing Annual General Meeting.
Term of appointment	Dr Mittal is a Non-Executive, Independent Director of the Company not liable to retire by rotation.
Brief Profile	<p>Dr Mittal aged 64 years had done his B.E in Civil Engineering from Thapar Institute of Engineering & Technology, Punjab University, Patiala and was conferred, "Doctor of Philosophy" (Honoris Causa) – Chancellor, Singhania University.</p> <p>Dr Mittal has an experience of 39 years in the fields of Civil Engineering, Consultancy of Real Estate Development, Merger & Acquisition and Project Management.</p>
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	Dr Mittal is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.
Disclosure of relationship between Directors	Dr Mittal is not related to any Director of the Company.



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Name of Director	Mr Subir Bose (DIN - 00048451)
Reason for change viz. appointment	Appointment of Mr Subir Bose (Mr Bose) as an Additional Director (Category: Non-Executive, Independent) of the Company.
Date of appointment	Appointed w.e.f. 15 th May, 2024 in the category of Non-Executive, Independent Director for a period of five years i.e. 15 th May, 2024 up to 14 th May, 2029 subject to approval of the Members at the ensuing Annual General Meeting.
Term of appointment	Mr Bose is a Non-Executive, Independent Director of the Company not liable to retire by rotation.
Brief Profile	Mr Bose, aged 74 years, completed his B.Tech in Chemical Engineering from IIT, Kanpur and PGDBA from IIM, Ahmedabad. He was associated with reputed listed Companies in senior positions. Mr Bose retired as the Managing Director of Berger Paints India Limited in 2012. Mr Bose has over 35 years of experience in paint industry.
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	Mr Bose is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.
Disclosure of relationship between Directors	Mr Bose is not related to any Director of the Company.



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