



27th March, 2019

STOCK. EXG/ AS/ 2018-19

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

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

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

Dear Sirs,

**Sub : Adoption of Policies as per amended SEBI (Prohibition of Insider Trading)
(Amendment) Regulations, 2018**

The Board of Directors of the Company have modified / adopted the following policies on 27th March, 2019:

1. Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**Annexure –I**)
2. Code of Conduct to regulate, monitor and report trading by designated persons (**Annexure –II**)
3. Policy for procedure of enquiry in case of leak of Unpublished Price Sensitive Information ("UPSI") (**Annexure –III**)
4. Whistle-blower Policy (**Annexure–IV**)

Copies of above policies are attached pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records, please

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


ANIRUDDHA SEN
SR. VICE PRESIDENT &
COMPANY SECRETARY

Encl.: a/a

BERGER PAINTS INDIA LIMITED

Berger House, 129, Park Street, Kolkata - 700 017, Phone : 2229 9724-28, 2229 6005-06, Fax : 91-33-2249 9009/9729, www.bergerpaints.com
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BERGER PAINTS INDIA LIMITED

Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. "The Company" means Berger Paints India Limited.
2. For the purposes of this Code, the term "Legitimate Purposes" shall mean sharing of Unpublished Price Sensitive Information
 - (a) in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, registrar and transfer agents, insolvency professionals or other advisors or consultants;
 - (b) for purposes of furtherance of business of the Company in accordance with the provisions of law;
 - (c) for the purposes of compliance with provisions of laws including rules, regulations and guidelines and provisions of statutes which are applicable to the Company and judgements, orders and directions of any court or tribunal or any other authority whose judgements, orders and directions are applicable to or binding upon the Company;
 - (d) for the purposes of compliance with standards, policies, practices, codes lawfully followed by the Company;
 - (e) for the purposes of performance of agreements and contracts which have been lawfully entered by the Company and
 - (f) in the course of actions taken in accordance with lawful resolutions, decisions, recommendations and directions of the Company, its Board of Directors, Committees of the Board of Directors, CEO & Managing Director and other Key Managerial Personnel and such other persons to whom the Company, its Board of Directors, Committees of the Board of Directors and CEO & Managing Director or other Key Managerial Personnel may have delegated their powers to, either in an explicit or implicit manner provided that it shall be the responsibility of the delegate to prove that such power has been delegated if the power is delegated in an implicit manner

provided that such sharing has not been carried to evade or circumvent the prohibitions of the Regulations.

3. All capitalized terms used in this Code but not defined herein shall have the meanings assigned to them under the Regulations, Act, the Companies Act, 1956 or Companies Act, 2013, as the case may be.

The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "UPSI") that would impact price discovery no sooner

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than credible and concrete information comes into being, in order to make such information generally available.

5. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
6. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
7. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, which is in contravention of, or likely to contravene the provisions of the Regulations, this Code and the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company, to make such information generally available.
8. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
9. The Company will ensure that information shared with analysts and research personnel, if any, is not UPSI.
10. The Company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
11. The Company shall handle of all unpublished price sensitive information on a need to- know basis.
12. No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. Such access for Legitimate Purposes for the purposes of this Clause and Clause 10 below shall include sharing of UPSI in the ordinary course of business by an Insider with advisors, consultants, partners, collaborators, lenders, customers, suppliers, bankers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of the Regulations, this Code or the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company. In case of any doubt, any person may approach the Compliance Officer of the Company to determine whether sharing of UPSI with a person would constitute a Legitimate Purpose and the manner of sharing the UPSI.



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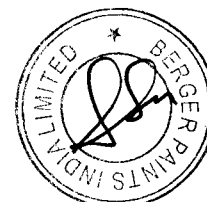
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13. The Compliance Officer may require signing of non-disclosure agreement/ confidentiality agreement with a person for sharing of UPSI.
14. No person shall procure from or cause the communication by any Insider of UPSI, relating to a Company or Securities listed or proposed to be listed except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
15. Any person in receipt of UPSI pursuant to a Legitimate Purpose shall also be considered an "Insider" for purposes of this Code and irrespective of non-receipt of any notice, will maintain confidentiality of such UPSI.
16. Notwithstanding anything contained in this Code, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the SEBI (Substantial Acquisition and Takeover) Regulations, 2011 where the Board of Directors is of the informed opinion that sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the SEBI (Substantial Acquisition and Takeover) Regulations, 2011 but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For the purposes of Clause 16(ii), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 16(ii), and shall not otherwise trade in Securities of the Company when in possession of UPSI.

17. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this Code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
18. The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.



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As approved by the Board of Directors on 18th May, 2015 and further amended on 27th March, 2019. Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.



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Annexure - II

BERGER PAINTS INDIA LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS [Pursuant to SCHEDULE B to Sub-regulation (1) of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Definitions:

"Act" means the Securities and Exchange Board of India Act, 1992.

"Code" means this **"CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS"** including any modification(s) or amendment(s) made thereto from time-to-time or any replacement made thereof by the Company.

"Company" means Berger Paints India Limited and includes its material subsidiaries and may be referred to as "the Company" in this or in relation to Insider Trading Code.

"Compliance Officer" means the Company Secretary provided that any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of this Code and other codes as specified in the Regulations under the overall supervision of the Board, may be designated as Compliance Officer by the Board of Directors of the Company.

"Connected Person" means any person who is or has during the six months prior to the concerned act of the Company has been associated with the Company directly or indirectly, in any capacity including by reason of frequent communication with officers of the Company or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a business or professional relationship between himself and the Company, whether temporary or permanent, that allows such person directly or indirectly access to UPSI (as defined hereinafter) or is reasonably expected to be allowed to such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- (i) an Immediate Relative of Connected Person,
- (ii) a holding / associate / subsidiary company,
- (iii) an Intermediary, an employee or director thereof,
- (iv) an investment company, trustee company, asset management company or an employee or director thereof,
- (v) an official of a stock exchange or of clearing house or corporation;
- (vi) a member of board of trustees of a mutual fund or a member of board of directors of asset management company of a mutual fund or an employee thereof;

CERTIFIED TRUE COPY
BERGER PAINTS INDIA LIMITED

ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

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- (vii) a member of board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
- (viii) an official or an employee of a self-regulatory organization recognized or authorized by SEBI (as defined hereinafter);
- (ix) a banker of the Company;
- (x) a concern, firm, trust, HUF, company or association of persons wherein a Director of the Company or his immediate relative or banker of the Company has more than 10% of holding or interest.

“Designated Persons” means such persons as the Board of Directors shall in consultation with the Compliance Officer specify to be covered by the Code of Conduct on the basis of their role and function in the organisation and the access that such role and function would provide to UPSI in addition to seniority and professional designation and shall include:

- i) Employees of the Company, Intermediary, Fiduciary or Registrar and Transfer Agents designated on the basis of their functional role or access to UPSI in the Company by the Board of Directors
- ii) All Directors of the Company;
- iii) All promoters of the Company;
- iv) All Key Managerial Personnel of the Company and its material subsidiaries;
- v) All employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI;
- vi) All employees and trainees working in Secretarial and Legal department(s) of the Company ;
- vii) All employees in Head Office Finance & Accounts department of the Company and its material subsidiaries;
- viii) All employees in Internal Audit Department of the Company and its subsidiaries;
- ix) All secretaries to Chairman, Vice-chairman, Chief Executive Officer and whole-time directors of the Company and its material subsidiaries;

Note 1: Depending on the change in the scope of responsibility of an employee, the Compliance Officer with the approval of the Managing Director of the Company may exclude or include any employee from the list of Designated Person.



Note 2: In case any Designated Person separates from the services of the Company due to superannuation/ resignation/termination etc. he/she shall continue to be considered as a Designated Person for a further period of 6 (six) months subsequent to the date of his/her separation from the Company as envisaged under the Regulations.

Note 3 : “Material Subsidiary” shall have the same meaning as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

“Financially Literate” means the ability of a person to read and understand basic financial statement, i.e., balance sheet, profit and loss account, statement of cash flows, etc.

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"Immediate Relative" means in respect of a natural person:

1. Spouse of the person
2. Parent, sibling and child of such person, or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

"Insider" means
a person who is:

1. A connected person
2. Anyone in possession of or access to UPSI

"Promoter" means a promoter as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

"Promoter Group" means a promoter group as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment made thereof.

"SEBI" means the Securities and Exchange Board of India.

"Securities" mean securities as defined under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities of the Company, and the terms **"Trade"** and **"Traded"** shall be construed accordingly.

"Trading Day" means a day on which the recognized stock exchanges are open for Trading.

"Trading Plan" means a plan formulated by a person and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of such person in accordance with such plan as per Clause 5(1) of the Regulations.

"Trading Window" means a trading period, to be called "Notional Trading Window", which shall be used as an instrument of monitoring trade by Designated Persons for trading in the Securities.

"Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

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- i. Financial results of the Company;
- ii. dividends;
- iii. Change in capital structure of the Company;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions involving the Company;
- v. Any change in key managerial personnel of the Company;
- vi. Any other event as may be notified by the Board of Directors from time to time.

“Working day” means the working day when the regular Trading is permitted on the concerned stock exchange where the Securities of the Company are listed.

All capitalized terms used in this Code but not defined herein shall have the meanings assigned to them under the Regulations, Act, the Companies Act, 1956 or Companies Act, 2013 as the case may be.

2. Reporting

- 2.1 The Compliance Officer shall provide a report to the Board of Directors through the Audit Committee with regard to implementation and operation of this Code at least once in every financial year.
- 2.2 All information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of Legitimate Purposes (as defined in the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information), performance of duties or discharge of legal obligations.

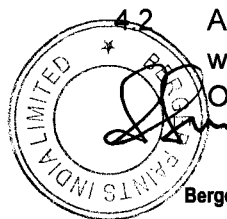
3. Responsibility of Compliance Officer

- 3.1 Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (UPSI), monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of Berger Paints India Limited (BPIL).

4. Applicability

- 4.1 This Code shall be applicable to all the Designated Persons and Immediate Relatives of Designated Persons of the Company and its material subsidiaries and to the extent mentioned, to Insiders and Connected Persons.

- 4.2 All Designated Persons will be deemed to have read and understood and agreed to comply with this Code and in case of any question, they may seek clarification from the Compliance Officer.



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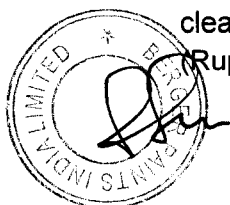


5. Chinese Wall

- 5.1 To prevent the misuse of UPSI the Company will follow a "Chinese Wall" policy whereby those areas of the Company which routinely have access to UPSI, considered "inside areas", will be separately located from areas which deal with general public on a routine basis, considered "public areas".
- 5.2 The Designated Persons in possession of an UPSI shall not communicate such UPSI to any other person who is not in possession of the same UPSI or is not involved in the same work or transaction, whether in the inside area or in the public area, as the case may be.
- 5.3 Only when required for a work or a transaction and in the interest of the Company, a Designated Person who is not in possession of an UPSI may be brought "over the wall" and given UPSI if such person needs to know the same provided that the recipient of the UPSI shall also be under the same obligations of protection of such UPSI, as any other Designated Person in the inside area. In case of any doubt or confusion in the matter, the Compliance Officer will be consulted for advice.

6. Trading

- 6.1 Designated Persons and their Immediate Relatives may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates. Designated Persons and their Immediate Relatives shall not trade in Securities when the trading window is closed.
- 6.2 Without prejudice to the generality of the foregoing, trading restriction period will be made applicable from the end of every quarter till 48 hours after declaration of financial results.
- 6.3 The gap between clearance of financial results by the Audit Committee and the Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.
- 6.4 The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall be not be earlier than 48 hours after the information becomes generally available.
- 6.5 When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above Rs 10,00,000 (Rupees ten lakhs only). The forms relating to pre-clearance are annexed as Annexure I.



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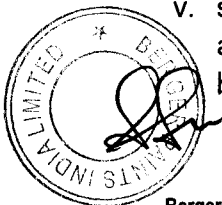
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- 6.6 Prior to approving any trade, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 6.7 The trades which have been pre-cleared have to be executed by the Designated Person within seven trading days failing which fresh pre-clearance would be needed for the trades to be executed.
- 6.8 The Designated Person who is permitted to trade shall not execute a contra trade in a period which is less than six months from the permitted trade. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI. However, this shall not be applicable for trades pursuant to exercise of stock options.
- 6.9 In case of stock options, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of stock options shall not be allowed when trading window is closed.
- 6.10 All Directors / Designated Persons and their Immediate Relatives shall also not take positions in derivative transactions in the shares of the Company at any time.
- 6.11 Notwithstanding anything contained in this Code, no Designated Person/ Insider and his Immediate Relative will trade in Securities that are listed or proposed to be listed when in possession of UPSI except under circumstances allowed under the Regulations and specified by SEBI which circumstance shall include trading pursuant to a trading plan as per Clause 7 hereof.

7. Trading Plan

- 7.1 An Insider (which term for the purpose of this Clause shall include a Designated Person and his Immediate Relative) may formulate a trading plan and place it before the Compliance Officer for approval and public disclosure so that trades can be carried out on his behalf.
- 7.2 Such trading plan shall:
- not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
 - not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - entail trading for a period of not less than twelve months;
 - not entail overlap of any period for which another trading plan is already in existence;
 - set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and



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- vi. not entail trading in securities for market abuse.
- vii. Compliance Officer will review the trading plan and assess to check any potential violations of the Regulations and may even ask for undertakings as may be required for implementation of the plan

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- viii. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.
- ix. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities are listed.

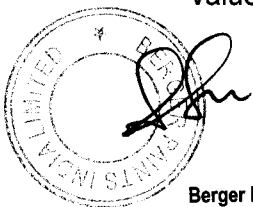
8. Disclosures

8.1 Initial Disclosures

- 8.1.1 Every promoter, member of the promoter group, key managerial personnel and Director of the Company shall disclose his holding of Securities of the Company as on the date of the Regulations taking effect, to the Company within thirty days of the Regulations taking effect;
- 8.1.2 Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

8.2 Continual Disclosures

- 8.2.1 Every promoter, member of the promoter group, Designated Person and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI;



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- 8.2.2 The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause 8.2.2, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause 8.2.1 above.

8.3 Disclosures by other Connected Persons

- 8.3.1 The Company may, at its discretion, require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

8.4 Other Disclosures

- 8.4.1 Designated Persons shall disclose the name and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis (by 30th April every year) and as and when the information changes for the following persons:

- a. Immediate relatives;
- b. Persons with whom such designated person(s) shares a material financial relationship;
- c. Phone / Mobile or other contact details which are used by them

- 8.4.2 In addition to the above, the educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

- 8.4.3 The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

- 8.4.4 The Compliance Officer shall maintain a register of all the Designated Persons in a digital database.

9. Mechanism for Prevention of Insider Trading

- 9.1 The Compliance Officer and the Head of Internal Audit in consultation with the Managing Director and the Chief Financial Officer of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

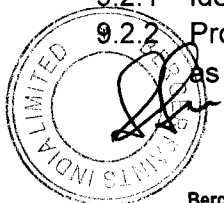
- 9.2 The internal controls shall include, *inter alia*, the following :

- 9.2.1 Identification of the Designated Persons from time-to-time who may have the UPSI.

- 9.2.2 Providing clarification to Designated Persons to clarify which information will constitute UPSI, as and when asked for

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- 9.2.3 Adequate circulation of this Code
 - 9.2.4 Maintenance of structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database
 - 9.2.5 Execution of confidentiality or non-disclosure agreements with the Designated Persons.
 - 9.2.6 Process review at regular intervals to evaluate effectiveness of such internal controls.
- 9.3 The Board shall ensure the compliance of the provisions of the Code by the Compliance Officer from time-to-time.
- 9.4 The Audit Committee of the Company shall review compliance with the provisions of this Code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

10. Penalty for contravention of code of conduct

- 10.1 Any Director / Designated Employee / Connected Person/ Insider who trades in securities or communicates any information for trading in securities, in contravention of the Code or the Regulations may be penalized and appropriate action may be taken by the Company.
- 10.2 Directors / Designated Employees of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery and clawback, ineligible for future participation in stock employee option plans, etc.
- 10.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

11. Maintenance of Records and Registers

- 11.1 The Compliance Officer shall maintain:
 - 11.1.1 Register of Pre-clearance of trading of Securities and record therein the name and designation of the Director, Designated Persons or employee submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of securities, consideration value, name of the Immediate Relative if the transaction is in the name of the Immediate Relative and date & details of the actual transaction.
 - 11.1.2 Records of all the declarations in the appropriate form given by the Directors, Designated Persons or employee and their Immediate Relatives for a minimum period of three years.



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12. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, SEBI shall be informed by the Company.

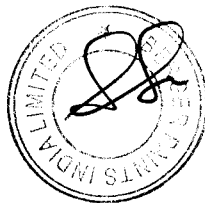
13. Clarifications

For all queries concerning this Code, all employees of the Company may please contact the Compliance Officer.

14. General

Designated Persons are advised to read this Code and the Regulations carefully and acquaint themselves with the provisions contained therein.

As approved by the Board of Directors on 18th May, 2015 and further amended on 27th March, 2019. Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.



Annexure I

PRE CLEARANCE OF SALE OF SHARES**(For all Directors/Employees)**

Application to the Company Secretary for pre clearance for dealing in securities of the Company:

1. Name :
2. Residential address:
3. PAN :
4. AADHAAR No:
5. Category: Director / Employee
(Strike out whichever is not applicable)
6. Designation:
7. Whether has any access to any price sensitive information, as per SEBI (Prohibition of Insider Trading Regulation), 2015: Yes/No
8. Number of Securities already held in the Company:
9. Number of securities for which application for pre - clearance is being made:
 - a. Nature of dealing : Purchase/Sale/ Any other (Please specify)
 - b. Expected Consideration:
10. Price at which the securities are quoted at (a). NSE : Rs. _____
(b).BSE:_____Rs.(on the date of application)
11. Reason for the proposed transaction:

I hereby declare that I do not have access to any price sensitive information / though I have access to price sensitive information but this transaction is not influenced by any such information (delete whichever is not applicable).

Signature

Date :

For office use

**Pre – clearance Serial
Number:**



UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,

The Compliance Officer,
Berger Paints India Limited
129 Park Street
Kolkata – 700 017

I, _____, of the Company residing at _____, am desirous of trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing of this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defence, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

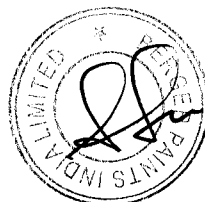
If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh. I undertake that I shall not execute a contra trade as regulated by SEBI within 6 months of dealing in securities pursuant to the pre-clearance referred to in this undertaking.

I declare that I have made full and true disclosure in the matter

Signature : _____

Name :

Date:



DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,

The Compliance Officer, Berger Paints India Limited

I hereby inform that I

- have not bought / sold / subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on _____
(date) (strike out whichever is not applicable)

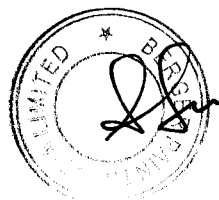
Name of holder (Rs.)	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/ Folio No.	Price
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I declare that the above information is correct and that no provisions of the company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Signature : _____

Name:

Date :





Annexure - III

BERGER PAINTS INDIA LIMITED

POLICY FOR PROCEDURE OF ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A, Sub-regulation (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. All capitalized terms used in this Code but not defined herein shall have the meanings assigned to them under the SEBI (Substantial Acquisition and Takeover) Regulations, 2011 ("the Regulations"), the Companies Act, 1956 or Companies Act, 2013, as the case may be.
2. An employee or an Insider or a Designated Person of the Company, upon becoming aware of an actual or suspected leak of Unpublished Price Sensitive ("UPSI") of the Company, shall promptly inform of the same to the Compliance Officer.
3. In case of an actual leak, the Compliance Officer shall promptly inform the stock exchanges about the UPSI in the manner required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Compliance Officer, along with the Chief Internal Auditor will conduct an enquiry immediately upon becoming aware, either on their own or by way of information from any person including an unknown person and by way of a report under the Whistleblower Policy of the Company, of an actual or suspected leak of an UPSI, will promptly conduct and submit a report to the Directors of the Company and SEBI about the leak, the enquiries and the result in such format as may be deemed fit. The Compliance Officer and the Chief Internal Auditor may take support of any employee or third person under strict obligations of confidentiality to conduct such enquiry. Under the Regulations, it is the responsibility of any Fiduciary or Intermediary to cooperate in such enquiry process.
5. The Board of Directors will take such actions including penal actions against the offender(s) as may be deemed appropriate and required by law upon receipt of the enquiry report. Such penal action may include wage freeze, suspension, recovery, termination of employment contract/agreement etc.

Approved by the Board of Directors on 27th March, 2019. Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Policy.

CERTIFIED TRUE COPY
BERGER PAINTS INDIA LIMITED


ANIRUDDHA SEN
SENIOR VICE PRESIDENT & COMPANY SECRETARY

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Annexure - IV

BERGER PAINTS INDIA LIMITED

Whistle-blower Policy

Purpose of this Policy

Berger Paints India Limited ("Berger") and its subsidiaries (collectively the "Company") are committed to complying with the laws that apply to them, the Code of Conduct of the Company and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. Consequentially, and to promote ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees and Directors may raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the "Policy" or the "Whistleblower Policy").

In case of any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct, an Employee or Director may report the same in the manner mentioned in this Policy. Such violations include, but are not limited to, accounting or financial reporting violations, fraud, misappropriation of money, discrimination or harassment based on gender, race, religion, language, etc., unlawful manipulations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination in employment relating to a report of a suspected violation.

In case of any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct, an Employee or Director may report the same in the manner mentioned in this Policy. Such violations include, but are not limited to, accounting or financial reporting violations, fraud, misappropriation of money, discrimination or harassment based on gender, race, religion, language, etc., unlawful manipulations, insider trading, leak or suspected leak of any unpublished price sensitive information, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination in employment relating to a report of a suspected violation.

Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action.

How to Report

A report of suspected violation may be made either with name or anonymously to :

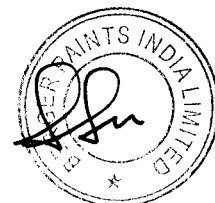
aniruddhasen@bergerindia.com

or

by sending a letter with name or an anonymously letter to the Company Secretary at :

Berger Paints India Limited

'Berger House', 129 Park Street, Kolkata – 700 017



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with a copy of such an e-mail or letter to **ksdHINGRA@britishpaints.in**

If you have reason to believe that the Managing Director, the Director, Finance or the Company Secretary is involved in the suspected violation, your report may be made in sealed envelope to the Audit Committee of Berger Board of Directors (the "Audit Committee") at:

Chairman, Audit Committee
Berger Paints India Limited
'Berger House'
129 Park Street
Kolkata – 700 017

with copy to **ksdHINGRA@britishpaints.in**

If you have any complaint against the Chairman of the Audit Committee or the member of the Audit Committee, your report may be made in sealed envelope to Chairman, Berger Paints India Limited, C/o. U K Paints India Limited, 19 DDA Commercial Complex, Kailash Colony Extn. New Delhi – 110 048. Such complaints may also be made by e-mail to **ksdHINGRA@britishpaints.in**.

The report should include maximum possible information about the suspected violation. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. The named reporting person may be contacted for further information.

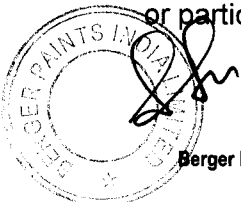
Investigations after Report

All reports under this Policy will be promptly and appropriately investigated by a Committee of CEO & Managing Director, Director, Finance & Company Secretary or Chairman of the Audit Committee or the Chairman, as the case may be, with assistance of such other person, as they deem fit and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. An investigation will be a neutral fact finding process with evidence. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, will be the basis for disciplinary action. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. Result of an investigation will be communicated to the complainant and may be disclosed to employees/public. Summary of all reports and actions taken will be tabled at Audit Committee meetings. Retaliation is not tolerated.

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation with basis

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Under this Policy. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible.

Confidentiality

Employees and Directors will maintain confidentiality obligations. Reporting in accordance with this Policy does not tantamount to breach of confidentiality obligations.

Malicious and unfounded allegations

Employees and Directors are not to make malicious or unfounded allegations but may make allegations in good faith where there is reasonable ground of suspicion and basis.

No protection from adverse action

This policy does not protect an employee from an adverse or a disciplinary action taken independent of any disclosure made pursuant to this policy.

Action in terms of other laws

This Policy does not prevent a person or the Company from taking an action under any applicable law.

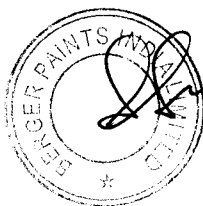
Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy may be retained by the Company.

Awareness

All reasonable and appropriate steps will be taken to make employees of the Company aware of this Policy to enable employees to report instances of leakage of unpublished price sensitive information (UPSI).

As approved by the Board of Directors on 30th May, 2014 and further amended on 27th March, 2019. Subsequent modification(s) / amendment (s) to the Companies Act, 2013 and SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.



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