**Berger Paints India Limited**

Integrated Annual Report 2024-25

# BOLDER STROKES. BIGGER IMPACT.






**In a year marked by economic headwinds and heightened competitive intensity, we chose not to retreat but to reimagine. We demonstrated resilience with strong volume growth, increased market share and improved operational profitability. Our decorative and industrial verticals delivered standout performances, buoyed by innovative launches like Tank Cool, Roof Cool & Seal and Easy Clean Silky Touch, smart solutions shaped by science and customer insights. We strengthened our position in waterproofing with bold distribution expansion while our industrial coatings business thrived on the back of infrastructure momentum and 'Make in India' tailwinds.**

**Our digital transformation efforts such as our MyColour App, Salesforce rollouts, and AI-led logistics systems have enabled greater reach, precision and greater customer delight. Sustainability continues to be our core, from solar-powered plants to low-VOC, heavy-metal-free products and bio-briquettes, we continued to lower our footprint. With a future-focused team culture, robust Research & Development (R&D) and our new headquarters symbolising scale and ambition, we are poised for the next leap. Our 100-year legacy is not just a story of endurance, but of bold and continuous innovation which will enable us to continue making an even bigger impact.**

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Know more about Berger Paints by
Clicking here

# About the *Report*

This Report marks Berger Paints' second Integrated Annual Report which has been prepared in alignment with the Integrated Reporting <IR> Framework laid down by the IFRS Foundation. The report offers insights into our financial and non-financial performance during FY 2024-25.



## Approach to reporting

This Report has been prepared in alignment with the <IR> framework as issued by the International Financial Reporting Standards Foundation (IFRS). Furthermore, it adheres to a comprehensive array of statutes, frameworks, guidelines, and standards such as:

- The Companies Act, 2013 (and the rules established therein)
- Indian Accounting Standards
- Securities and Exchange Board of India Act, 1992 (and the subsequent regulations)
- Secretarial Standards set forth by the Institute of Company Secretaries of India
- National Guidelines on Responsible Business Conduct (NGRBC)

## Scope of report

### Reporting boundary

This report covers financial and non-financial performance, opportunities, risks, and outcomes attributable to or associated with our key stakeholders, which have a major influence on our ability to create value from April 1st, 2024 to March 31st, 2025.

### External assurance

Futurestation Services LLP has made a Reasonable Assurance on the indicators in the Business Responsibility and Sustainability Core as mandated by the Securities and Exchange Board of India. The guidelines under which such assurance was conducted was International Standard of Assurance Engagements 3000 (revised).

## Key topics covered

### Value creation model

Creating value for all stakeholders by effectively using our resources is a top priority. We focus on leveraging our resources to deliver valuable outputs efficiently, embedding this approach into our operations and decision-making processes.

Read more on page 60.

### Stakeholder engagement

We employ a distinctive approach and engagement methodology tailored to each stakeholder, placing them at the heart of our operations. Their needs and preferences are a priority in our decision-making processes.

Read more on page 68

- Investors
- Suppliers
- Customers
- Regulatory bodies
- Employees
- Influencers
- Communities

## Materiality assessment

Our material topics encompass areas of significance to both internal and external stakeholders, with the potential to influence our business operations and shape our stakeholder relationships.




### Environment

- Air emissions
- Waste and wastewater
- Energy
- Waste management
- Material handling
- End-of-life management of product/Life cycle assessment/Sustainable product portfolio/ Product innovation and stewardship
- Supply chain sustainability
- Environmental compliance

### Social

- Labour management and relations
- Process safety
- Employee education and training
- Talent acquisition and employee engagement

### Governance

- Business ethics, compliance and transparency
- Innovation and R&D
- Economic performance

## Reporting suite




Read our last year's Integrated Annual Report by Clicking here




Read about our Sustainability Report by Clicking here

# FY 2024-25 *at a glance*

As we look back on our 101st year, we continue to redefine excellence, setting fresh benchmarks for the industry and raising the bar for ourselves with every passing milestone. This year also witnessed a leadership transition, with Ms Rishma Kaur taking on the role of Chairman, steering our Company towards a bold new chapter. We have continued to expand our operations and enhance the value we deliver to our stakeholders.

### Investors

We manage our financial resources efficiently and purposefully to maximise returns for our investors.

**₹10.13**

Earnings per share

### Employees

Our employees drive our success and our incentives are designed to attract and nurture talent.

**₹814.70 Cr**

Employee benefit expenses

### Suppliers

We collaborate with suppliers to develop and maintain an efficient supply chain.

**129**

New suppliers onboarded

### Customers

We constantly engage with our customers to innovate and improve our offerings.

**8,125**

Customer complaints resolved

### Communities

We consistently work for the betterment of the communities we serve, ensuring inclusive growth.

**₹23.97 Cr**

CSR spend

### Regulatory bodies

We engage with government and regulatory bodies on several key issues.

**₹385.70 Cr**

Taxes paid








## Beginning a *colourful new chapter*

As part of our centenary celebrations, we have inaugurated our new headquarters in New Town, Kolkata. Spanning nearly 1,90,000 square feet across eight storeys (with two basements, groundfloor and a rooftop), the striking new office has been uniquely designed to resemble a paint can, symbolising our vibrant century-long legacy — a journey of innovation and growth in India.

## Aggressive network expansion

We believe that our legacy provides a powerful springboard for our most ambitious network expansion. We are leveraging our expansive distribution network and the trust that our partners repose in us to further deepen our market presence by adding more retail touchpoints, colour bank machines and scaling dealer, and influencer networks across India. Thus far, we have established over 57,000 Colour bank machines and installed around 5,300 Colourmenu tinting machines. Meanwhile, we have welcomed new entrepreneurs into the paint business, supported by a growing store network and a robust ecosystem of over 5,00,000 painters. The MyColour App has boosted engagement among painters and retailers, especially in Tier II and Tier III cities.

Our growth strategy centres on bringing greater alignment between dealers, architects and influencers in a way that every stakeholder can contribute meaningfully to our growth. This integrated approach has led to gains in market share across multiple states. Despite intensifying competition, we have built a loyal team with a noticeably low attrition rate focused on ensuring customer satisfaction and nurturing long-term relationships.

A consistent pricing model and strong return on investment for stakeholders have enabled us to present one of the most compelling value propositions in the sector. With diverse operational channels and a balanced emphasis on both large and small dealers, we are geared to capture growth opportunities in both mature and emerging markets.

# Deepening presence for a Greater Impact

## Increased focus on urban markets

Urban expansion is at the core of our vision for the next century. As India's cities continue to grow at an unprecedented pace, we are stepping forward with reliable, end-to-end solutions tailored to the evolving needs of urban consumers.

We believe that this urban push is a key lever for making a bigger impact — driving margin enhancement, premiumisation and meaningful, problem-solving innovations for our customers, dealers and project partners. In line with this, we are accelerating our urban expansion strategy through a robust network of franchise stores, contractor partnerships and dedicated teams on the ground. With a target to reach by the end of next year, we are investing in manpower, advertising and innovative service delivery models to fuel sustained growth.

From comprehensive waterproofing solutions to Express Painting services enabled by digital painter IDs, each of our initiatives is well-thought-out to ensure top-tier quality, transparency and enduring customer trust.

Today, we have a strong presence across 150+ districts, covering roughly 20% of India's most significant urban districts. Over the past two years, we have expanded our dealer network and opened new channels, backed by a stable and competent workforce and a portfolio of products curated to solve real-world problems – such as roof coolants and anti-dust coatings.

Our urban strategy is built on a century of brand equity and is now calibrated for speed, scale and superior returns as we move into our next 100 years. With every new stroke, we are transforming how India experiences colour, comfort and care in its urban spaces.

# Bold strokes centred on *Urban India*

## Innovation

With climate change intensifying, we recognise that developing eco-friendly and high-performance solutions is the need of the hour;
it also presents us with a significant opportunity to lead. In keeping with this, our innovation engine has entered a new phase this year, shifting towards sustainability-focused R&D. We have been extensively investing in nano and other advanced materials technology to derive further benefits which will help to extend product durability, lower VOC and curtail further, carbon emissions. We are also working to increase the use of biomaterials to minimise the environmental impact of paints, especially as regulations become more stringent and consumer awareness about hazardous substances grow.

By forging strategic partnerships with premier institutions and collaborating with renowned laboratories, we are enhancing our range of products that last for generations while simultaneously developing new raw materials and exploring cutting-edge technologies to reinforce our R&D capabilities.

Alignment to national programmes like PM Gati Shakti, PM Awaas Yojana and Jal Jeevan also ensures that our innovation-led growth supports sustainable industrial development. Our Protecton range, with its advanced coatings and concrete solutions for corrosive environments, not only shields infrastructure for a longer time period but also contributes to reducing our carbon footprint.

We strive to ensure that our R&D remains cutting-edge and commercially relevant, aiming to shape a future of deeper impact and sustainable value creation.

# Consistent innovation enabling Sustained Growth

# About Us

Since we commenced our journey in 1924, Berger Paints has been painting a vibrant legacy across India. As one of India's leading paint manufacturers, transforming homes, fulfilling dreams and spreading joy have characterised our story for over the past century. Driven by a penchant for ceaseless innovation, we have continued to challenge industry trends, exceed global standards and uphold our legacy of trust, quality and customer satisfaction.

**2nd Largest**
Paint company in India with operations in Poland, Russia and Nepal

**4th Largest**
Paint company in Asia

**7th**
Decorative paints company globally

**6**
Active joint ventures, partnerships and associations

**15th**
Largest paint company in the world

A fast growing no. 3 in India in construction chemicals category along with its subsidiary STP Ltd.

Active across all major paint segments

Current market share amongst all listed paint companies is in excess of 20%





## Corporate ethos

**Philosophy**

At Berger, we believe in driving growth through innovation.

**Vision**

To emerge as the most esteemed Indian company specialising in paint and coating solutions, globally acknowledged for its exceptional competencies.

**Mission**

To maximise shareholder value through the continuous development and delivery of innovative, top-tier solutions for our customers, consistently surpassing industry benchmarks, and fostering a dynamic and challenging work environment for our employees.

## Key differentiators

**Presence**
Our extensive pan-India distribution network, comprising nearly 59,000 touchpoints, is supported by strategically located manufacturing facilities catering to major regions. Additionally, our DOCO (Dealer Owned Company Operated) stores nationwide play a vital role in driving sales growth.

**Diversified portfolio**
We have a diverse portfolio of innovative decorative paint products spanning various price points and segments, catering to a wide customer base. In the industrial segment, our tailored solutions position us as a preferred supplier, meeting specific customer needs effectively.

**Innovation-led**
With robust R&D capabilities, we anticipate and understand changing client needs and develop pioneering products nationwide. Our team has created effective solutions in the industrial segment, providing protection for key infrastructure projects across the country.

**Value-added services and products**
Our innovative express painting service has revolutionised house painting, making it more convenient and widely popular. Additionally, our expansion into allied segments with value-added propositions has contributed significantly to our revenue growth.

## Our business segments

**Decorative paints**
We uphold our legacy while inspiring the next generation through our decorative paints by adapting to evolving market dynamics.

Read more on page 32

**Industrial paints**
We specialise in providing premium, custom-formulated industrial coatings, thoughtfully designed to meet diverse and unique application requirements.

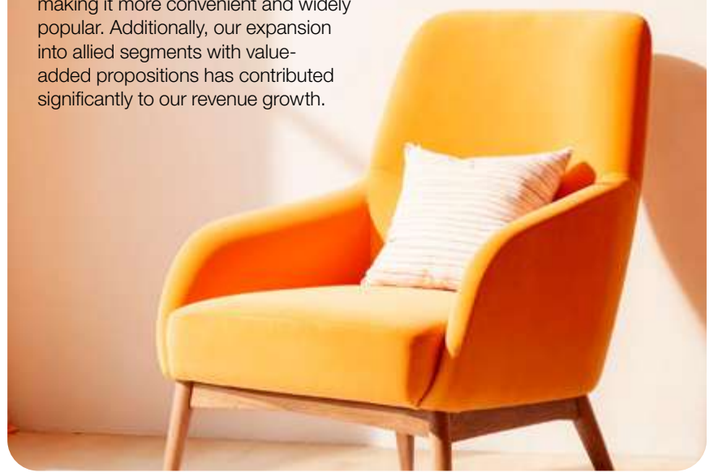
Read more on page 46

**Construction chemicals**
Our construction chemicals ensure durable, strong and waterproof structures by providing effective repair solutions and protection against moisture and damage.

Read more on page 43

**Waterproofing**
Our experts use a Moisture Meter to detect leaks, ensuring long-lasting wall durability through Scientific Waterproofing solutions.

Read more on page 37



# Presence

As India's second-largest paint company, we seek to create a bigger impact by expanding our geographical footprint. This year, we added 13,000+ retail touchpoints and 12,000+ dealers, extending our reach across 28 states. By bringing our products closer to customers in diverse markets, we continue to bring spaces to life and build lasting relationships.

## Berger division manufacturing facilities



























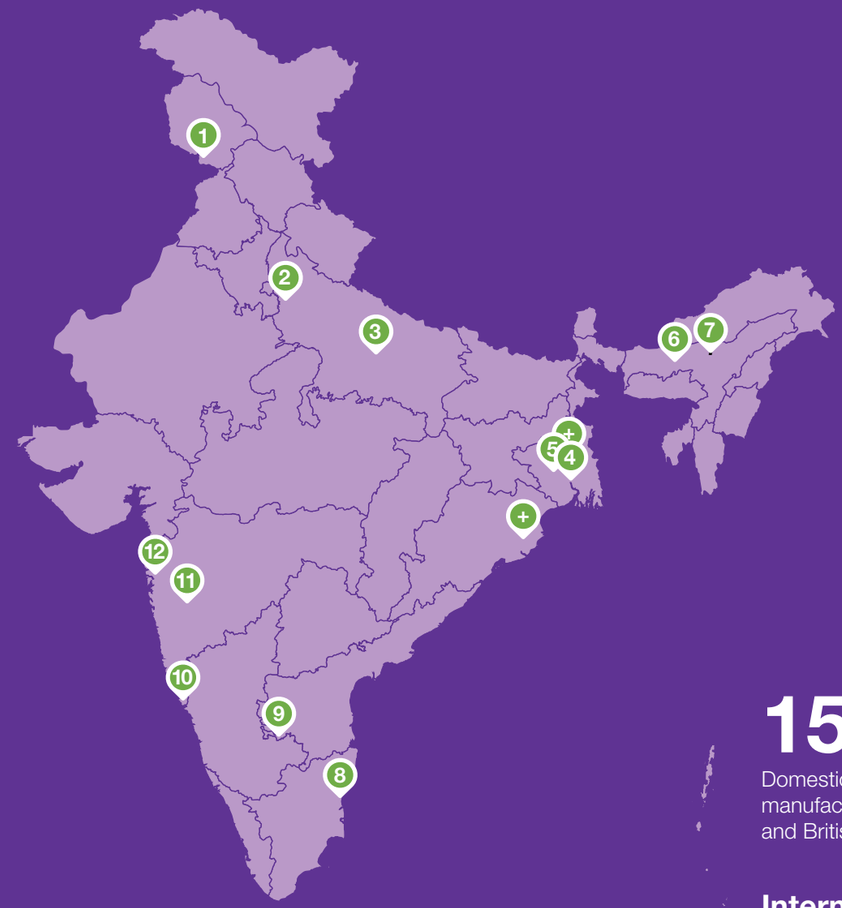








## Our manufacturing sites across India




1 Jammu^
2 Sikandrabad
3 Sandila
4 Howrah
5 Rishra
6 Nalbari
7 Naltali
8 Puducherry
9 Hindupur**
10 Goa
11 Jejuri
12 Taloja

^Jammu has 3 factories, one of which is of British Paints division
**Hindupur has 2 factories, one of which is of British Paints division

+ Upcoming state-of-the-art manufacturing units at Panagarh, West Bengal and Khordha, Odisha

Note: Map not to scale.

**15**
Domestic paint manufacturing units (Berger and British Paints division)

**International paint manufacturing facilities spread across Nepal, Poland and Russia**

**29**
Manufacturing facilities globally (Includes Berger and British Paints divisions and those of subsidiaries and joint ventures)

Chairman's message

# A century of trust. A future of *Innovation*



> At the heart of Berger Paints' enduring success lies a single-minded commitment: to deliver a differentiated and superior experience to our customers."

## Dear Stakeholders,

Every privilege carries with it the weight of purpose.

As I take on the role of Chairman of Berger Paints, I am deeply aware of the responsibility that comes with leading a Company steeped in a legacy that spans over a century. It is a legacy built not just on business success, but on a commitment to quality, innovation, and a relentless focus on our customers.

I extend my sincere gratitude to Mr Kuldip Singh Dhingra and Mr Gurbachan Singh Dhingra for their invaluable contributions to the growth of our Company. Their wisdom and vision have been instrumental in shaping Berger Paints into a formidable force, both nationally and globally. It is a privilege to build upon their legacy as we chart the path ahead.

At the heart of Berger Paints' enduring success lies a single-minded commitment: to deliver a differentiated and superior experience to our customers. This is not a one-time exercise but a continuous endeavour grounded in research, innovation, and execution. Our deep dives into understanding customer needs, supported by robust market research and insights, have consistently helped us develop high-quality, value-driven solutions. Every offering we take to the market is backed by intensive R&D, quality control, and long-term investments in our people, processes, and partnerships.

Our products reflect not just craftsmanship, but care – solutions that deliver consistently on performance, reliability and aesthetics. But it is not just about what we offer, it is also about how we deliver it, with tailor-made services, responsive systems, and a customer-first approach at every touchpoint. The result is that we have been steadily maintaining our position among the top two paint companies in India, fourth-largest paint company in Asia and seventh-largest decorative paint company in the world. We are also the second-largest player in the decorative paints business in India.

### The journey of innovation and customer-centricity

Our growth truly began when we embedded innovation into our DNA. In the mid-90s, we introduced the pioneering Colorbank system, transforming customer choice with virtually unlimited shades. We did not stop there. In the early 2000s, we launched Easy Clean and WeatherCoat Anti Dustt, both rooted in genuine consumer insights and needs. In 2015, we redefined the painting experience altogether with our Express Painting service, which brought speed, cleanliness, and professionalism to a highly unorganised sector.

We continue to innovate with products like Roof Kool & Seal, Tank Kool, and Berger WeatherCoat Anti Dustt Kool launched last year. These are solutions designed to address challenges unique to the Indian climate and built environment. These products go beyond aesthetics; they deliver functional benefits like temperature reduction, water-proofing, and dust resistance.

In the decorative segment, our innovative product portfolio is designed to elevate every space with unmatched aesthetics while ensuring effortless maintenance. From luxurious interior finishes that enhance the beauty and character of walls, to advanced formulations that simplify upkeep, our solutions cater to the evolving tastes and lifestyles of modern consumers. Our exterior paint range is equally advanced—crafted to not only enhance curb appeal but also shield walls from the harsh effects of dust, heat, and rain. With long-lasting protection and vibrant finishes, our products help preserve the beauty of homes and buildings for years.

We are constantly developing new solutions and enhancing existing ones. From wall art and anti-dust paints to elastomeric coatings that seal cracks and cooling paints that reduce indoor temperature, our portfolio is rich in consumer-centric innovation.

In the Auto, General Industrial and Powder Coatings categories, we have introduced new-generation CED coatings (tin-free), Direct-to-Metal solutions, Monocoat systems for 2W/EV OEMs, and soft-feel powder coatings for decorative applications. These offerings elevate the customer experience while meeting stringent industrial standards.

In Protective Coatings, we are the market leaders in India and our innovations include wet surface epoxy coatings, solventless strong chemical resistant tank wash, and thermo-indicative paints. Internationally, our UK operations recently launched a building insulation and renovation system to reduce heating costs and labour dependency, aligned with the country's energy-efficiency goals. We take pride in the fact that our innovations are often emulated, and we see that as a motivation to stay ahead.

Our growth truly began when we embedded innovation into our DNA. In the mid-90s, we introduced the pioneering Colourbank system, transforming customer choice with virtually unlimited shades."

Every such product launch reaffirms a simple truth: that real, lasting innovation begins by listening to the customer. Our ability to consistently put the customer at the centre of our innovation cycle has helped us emerge as a leader in the domestic paint and coatings industry.

## Staying resilient in a competitive landscape

We have always believed that competition is a necessary catalyst, it pushes the industry to evolve, become more efficient, and better serve customers. For us, however, growth has never been about shortcuts or short-term gains. We have never chased market share with unsustainable discounts or gimmicks. Our focus has always been on long-term value creation, building structures of confidence, systems of reliability, and a reputation grounded in integrity.

Over the years, we have built capabilities that many others have followed—like our early investments in tinting machines or launching the home painting service called Express Painting. But more than being first, we have been focused on being right, making thoughtful decisions, upholding core values, and consistently delivering on our promises. Our suppliers know we are dependable; our customers know we are responsive. This ecosystem of trust and continuity, combined with technology and innovation, has been the cornerstone of our journey.

## Strategic priorities moving forward

Our strategic focus remains clear: to stay closely aligned with our customers' evolving needs, and to ensure our teams are fully equipped, empowered, and motivated to meet those needs with speed, agility, and excellence. At every step of the value chain, we are working to enhance stakeholder value, whether through better processes, better products, or better service.

Technology plays a pivotal role here. Pragmatic innovation in form, function, and process is a Berger hallmark; something we continuously strive to build upon. It's this spirit of continuous improvement that sets us apart and enables us to deliver sustained performance.

The competitive landscape has intensified in recent years with the entry of new players backed by significant financial resources. Yet, Berger Paints stands resilient and confident, anchored by its expansive nationwide presence, enduring relationship with channel partners and the influencer community, and the unwavering trust of customers built over a century. These foundational strengths give us a distinct advantage and position us well to not only withstand market challenges, but to further consolidate and enhance our leadership in the industry.

## Key growth initiatives

FY 2024-25 saw us expand our offerings in Construction Chemicals and Wood Coatings, and many of these products are set to scale significantly in the coming years. We are also re-examining opportunities in our traditional core segments, where we see untapped potential for value enhancement.

In addition, we are overhauling our CRM and customer service operations to match the scale and complexity of our expanding business. Improving turn-around-time (TAT), digitising customer interfaces, and building scalable systems are key to this transformation.

## Sustainability at the core

Sustainability is not an obligation at Berger Paints - it is a core part of our identity.

We believe that responsible business and smart business are not mutually exclusive. Our energy conservation measures, from solar power installations and energy-efficient machinery to emission control and water recycling, are designed to reduce our carbon footprint while improving operational efficiency.

Hundreds of such initiatives run simultaneously across our operations, and a central committee actively monitors their implementation and progress. From reusing billets in reactors to recycling containers and reducing dependency on virgin resources, we are taking tangible, practical steps to become a low-impact company.



We have always believed that competition is a necessary catalyst, it pushes the industry to evolve, become more efficient, and better serve customers."

Our commitment extends to people as well. Berger iTrain, our flagship skill development program launched in 2014, has trained thousands of painters in modern techniques of painting, polishing, and waterproofing. This initiative promotes sustainable livelihoods and also supports the national Skill India Mission by building a future-ready, employable workforce.

We also invest in our local environments, supporting the communities around our factories and creating green, liveable surroundings. As a company that deals in colour, aesthetics, and protection — we see sustainability as a natural extension of our purpose: to make the environment better.

## Berger of tomorrow

Our long-term vision is to be 'the most admired Indian Paint & Coating Solutions company with globally recognised innovations & competencies'.

To that end, our strategy remains centred around a singular mission: to maximise shareholder value by consistently delivering high-impact solutions to our customers, achieving industry-leading performance benchmarks, and fostering an agile, dynamic, and empowered workforce.

## The way ahead

As we step into the future, we carry forward the strengths that have brought us this far—innovation, customer focus, ethical practices, and sustainable growth.

But we also embrace change. The world around us is evolving rapidly — consumer expectations, environmental imperatives, technological disruptions. At Berger Paints, we are not just adapting to this change — we are preparing to lead it.

We will continue to listen closely to our customers, learn from global trends, and lead with humility, purpose, and determination. Whether through digital transformation, sustainable practices, product innovation, or market expansion — we will continue to raise the bar for ourselves and our industry.

In closing, I want to express my sincere gratitude to our employees, business partners, suppliers, customers, and shareholders. Your trust, support, and belief in our vision continue to be our greatest strength.

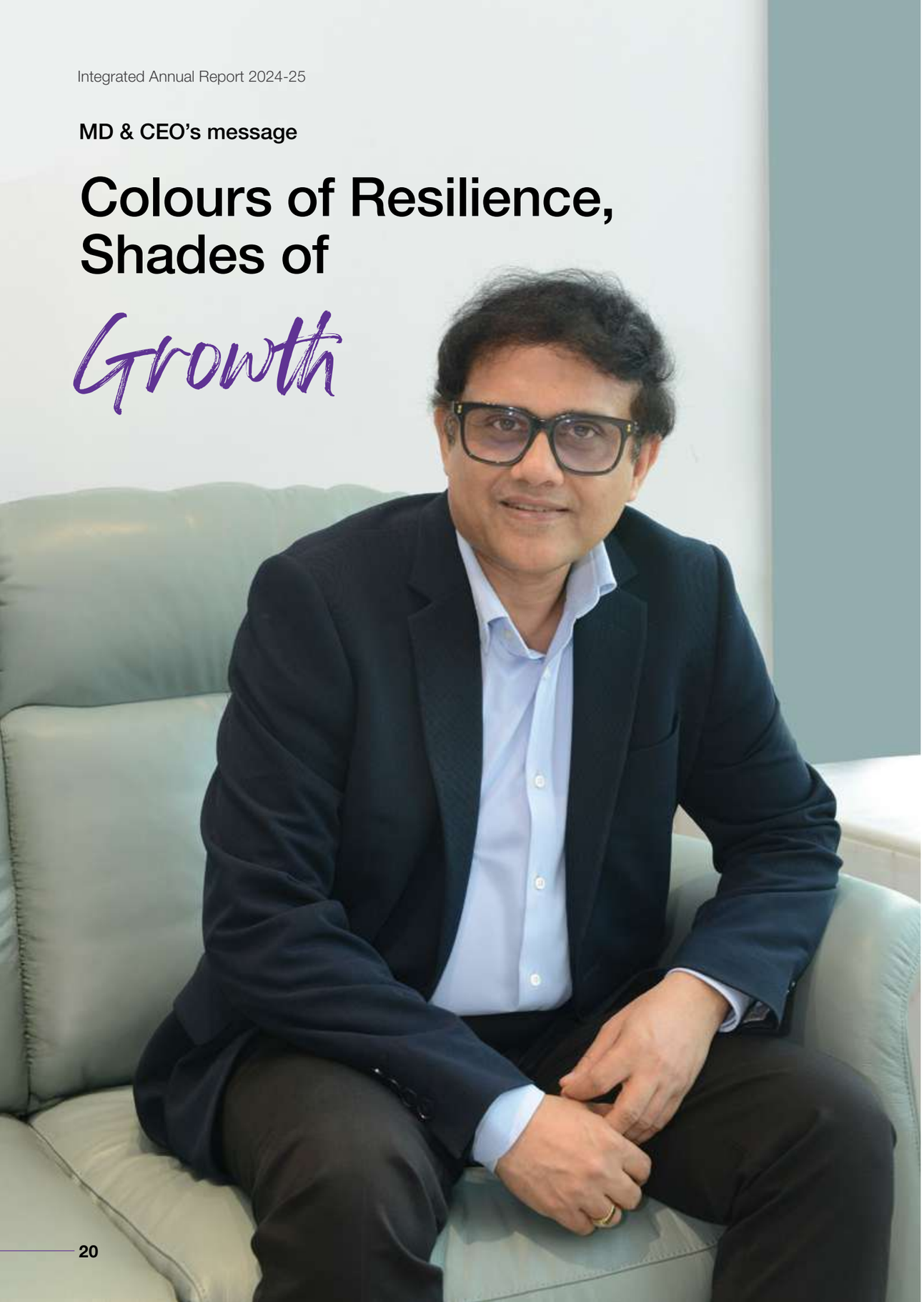
We look forward to walking this journey of excellence with you.

Warm regards,

**Rishma Kaur**
**Chairman**

MD & CEO's message

# Colours of Resilience, Shades of *Growth*







## Dear Stakeholders,

It gives me immense pleasure to present the annual performance of Berger Paints India for FY 2024-25. The year under review was one of the most challenging in recent times, not just for our industry but across sectors. Despite the challenges, Berger Paints stood tall. What saw us through was our ability to adapt, respond with agility, and stay rooted in our core values of customer-centricity, innovation, and operational excellence.

India's macroeconomic environment remained broadly optimistic through the year. However, elevated inflation, particularly in the first half, weighed on urban discretionary spending, leading to delayed spending on painting. This led to a softer-than-expected performance for the decorative paints industry. The slowdown was further exacerbated by a delayed and prolonged monsoon, which disrupted construction and painting activity. Additionally, the run-up to the General Election saw a temporary reduction in government infrastructure spending, further dampening demand. On a positive note, the rural segment showed signs of recovery, supported by improved agricultural output and rising income levels. This resurgence offered a degree of stability to an otherwise subdued performance across the industry.

In recent years, the paints industry has witnessed the entry of several new players, intensifying competition and prompting incumbents to sharpen their focus on innovation—both in product development and channel engagement. Companies are increasingly investing in value-added products designed to address evolving and often unarticulated customer needs. This strategic shift is enabling deeper market penetration and stronger brand differentiation. While competitive intensity continues to rise, the industry remains on a strong growth trajectory, underpinned by India's low per capita paint consumption and expanding opportunities in both urban and rural markets, positioning the sector for long-term, sustainable expansion.

**7.4%**

Volume growth of our decorative segment in FY 2024-25

We demonstrated remarkable resilience — strengthening our fundamentals while steering our way through intensifying competition and volatile demand cycles. Despite a sluggish external environment and pricing pressures triggered by declining raw material prices and increased competitor activity, Berger Paints reported steady progress on all key financial and operational parameters. This speaks volumes about the strength of our people, the relevance of our portfolio, and the trust of our channel partners and customers.

## Robust performance

Despite these headwinds, Berger Paints delivered robust performance. We achieved a 1.7% growth in total income from operations, with PAT growth at 6.2%. Despite a volume growth of 7.6%, the muted revenue growth was largely owing to the full-year impact of price reduction undertaken towards the end of FY 2023-24 and softer consumer demand.

Our market share tells a compelling story. From 18.9% in FY 2021-22, we moved to 19.3%, then to 19.5%, and this year saw the sharpest increase, reaching 20.3%. This consistent upward trajectory reflects our ability to gain share and the trust our brand has from our customers despite intensified competition.

In FY 2024-25, the Decorative segment, accounting for 80% of our total revenues, registered a y-o-y volume growth of 7.4% and a value growth of 1.1%. The exterior emulsion range maintained its upward momentum, while construction chemicals and waterproofing solutions

> At Berger Paints, innovation is embedded in our DNA. From pioneering industry-first tinting machines to launching breakthrough products like Easy Clean, to Express Painting services, we have consistently challenged convention to redefine industry standards."

delivered standout performance. The demand for roof coatings remained exceptional during the year under review. The wood coatings business also witnessed robust growth, reflecting increased customer preference. Our store presence expanded significantly, crossing 1,000 stores with over 550 new outlets added during the year. New tinting machine installations crossed 8,000 units, strengthening last-mile delivery and customer engagement.

The Industrial segment remained resilient, recording a robust 6% y-o-y revenue growth. Protective coatings delivered strong double-digit growth in both volume and value. The automotive coatings segment performed exceptionally well, driven by rising demand in the two-wheeler category. However, performance in the general industrial and powder coatings sub-segments remained relatively muted amid subdued market activity.

Our razor-sharp focus on cost led us to post stronger margins, despite volatile raw material prices, competitive pricing actions and currency volatility. We maintained zero gross debt with an improving net cash position, reflecting our strong fundamentals.

## Product innovation as a growth catalyst

At Berger Paints, innovation is embedded in our DNA. From pioneering industry-first tinting machines to launching breakthrough products like Easy Clean, to Express Painting services, we have consistently challenged convention to redefine industry standards. Our dedicated R&D efforts continue to fuel this momentum, enabling us to anticipate customer needs and deliver cutting-edge solutions. The year saw the successful introduction of several new products, each addressing unique customer needs.

Our Kool range of products — specifically engineered to combat rising temperatures and enhance indoor comfort — has gained significant traction amid growing concerns around climate change. In FY 2024-25, our newly introduced product 'Roof Kool & Seal' crossed the ₹100 Crore milestone. The Kool range includes WeatherCoat Anti Dustt Kool for exterior walls, Roof Kool & Seal for rooftops, and HomeShield Tank Cool for water tanks. Powered by advanced Heat Reflective Nano Technology, these products reflect solar radiation and can reduce indoor temperatures by up to 10°C.

Developed by our in-house R&D team, the Kool range addresses the needs of millions of Indian homes facing extreme heat. These offerings are also backed by scientifically formulated waterproofing solutions that combat moisture ingress, leakages, and structural issues, making them comprehensive and future-ready. This success underscores our commitment to sustainable, high-impact innovations that address real-world challenges.

We further strengthened our premium offerings with the launch of *Easy Clean Silky Touch*, a breakthrough product that addressed a key gap in our portfolio. This technologically advanced paint combines superior functionality with refined aesthetics. Infused with a specially curated silky wax, it imparts a luxurious, smooth finish to walls, while cross-linking polymers provide excellent stain resistance and washability. Additionally, its flexible film technology helps prevent hairline cracks, ensuring long-lasting beauty. Complementing this launch were other innovative additions, including *HomeShield Seal-O-Prime, HomeShield Dampstop Duo, and HomeShield PU RoofKoat* — each designed to offer robust, science-backed protection for Indian homes facing diverse weather and structural challenges.

## Capitalising on opportunity

Berger Paints stands as the second-largest player in India's paint industry, yet our dealer network currently represents just 40% of that of the category leader, highlighting substantial headroom for expansion. With a sharp focus on strengthening our distribution footprint and deepening market penetration, we are well-positioned to close this gap and unlock significant growth. Our construction chemicals and waterproofing portfolio continues to gain strong traction, emerging as a key growth engine with enhanced momentum and a clear competitive advantage. In the industrial segment, we have maintained our No. 1 position in protective and general industrial coatings. The government's thrust on infrastructure development and the 'Make in India' initiative has further fuelled demand in this space. Our performance in FY 2024-25 was noteworthy, and with favourable tailwinds and continued strategic investments, we are optimistic about an even stronger growth trajectory in FY 2025-26.

## Empowering our influencers and enhancing reach

A key pillar of our growth continues to be our robust influencer ecosystem. Empowering contractors and applicators through structured education and hands-on training remains central to our strategy. We currently operate 31 fixed training centres and 23 mobile units that deliver live demonstrations, technical know-how, and skill-based application training across diverse geographies. These initiatives are helping ensure consistent application quality while broadening our market presence.

Simultaneously, our innovations in distribution have been instrumental in expanding our market share. Even amid heightened competition, we have maintained our edge through superior outreach, streamlined supply chains, and a differentiated product portfolio. Looking ahead, we remain confident in sustaining and accelerating this momentum. Our continued investments in advanced analytics, digital platforms, and AI-driven tools are poised to further enhance the effectiveness and agility of our distribution network, paving the way for future-ready, scalable growth.

## People and culture: The Berger way

One of the strongest pillars of our success is our people. At Berger Paints, we take pride in nurturing a culture that is deeply emotional, not merely transactional, nurturing strong bonds built on trust, respect, and autonomy. Our industry-low managerial attrition stands as a testament to this commitment. We empower individuals with opportunities to grow through robust capability-building programmes, clear career pathways, and a culture that encourages innovation and ownership. Here, people do not just work, they thrive. It is this sense of purpose and belonging that transforms our workplace into a genuinely happy place, where passion drives performance and excellence is a shared journey.




Speaker at the prestigious Coatings Summit 2025, Singapore in an elite gathering of over 100 global CEOs from renowned companies.




Speaker at the 22nd edition of India Conference, Harvard Business School.

## Digital and AI-led transformation

We are harnessing the power of digital tools and AI to drive efficiency, improve decision-making, and elevate customer experiences. Our Salesforce CRM now integrates data from both painters and dealers, offering unified visibility. Oracle Cloud HR enhances transparency and operational efficiency. The AI-led MyColour app recommends region-specific shades and adjusts colours to reflect real-life wall appearances. Our newly revamped website, with AI features, showcases a location's iconic landmarks painted by us, catering to both consumers and influencers. On the logistics front, implementation of software for primary and secondary freight management enable real time tracking, vehicle optimisation, and cost-effective freight solutions. Additionally, we are using Tableau and AI-powered systems for predictive analytics, helping us make faster, data-backed decisions. These initiatives are strengthening our core operations and positioning us for smarter, more agile growth.

## Sustainability at the core

Environmental sustainability is a core tenet of our philosophy and operations at Berger Paints. All our Decorative products are manufactured without adding lead, chrome, and mercury, with Low and Very Low VOC levels, meeting even the most stringent global standards. Across our manufacturing units, we have implemented impactful green initiatives: harnessing solar power, significantly increasing water reuse, and reducing fossil fuel consumption through bio-briquettes and clean energy alternatives. We also recover heat from resin reactors to optimise energy use. Our sustainability efforts are now benchmarked against global indices, underscoring our commitment to responsible growth and continuous environmental stewardship in every aspect of our value chain.

## Looking ahead with optimism

FY 2024-25 was a true reflection of Berger Paints' resilience and forward momentum. In the face of formidable challenges and enhanced competitive activity, we responded with agility, innovation, and unwavering determination. We deepened consumer connections, reinforced our supply chain resilience, launched purposeful innovations, and invested in empowering our people, strengthening the very foundation of our organisation. As we look ahead, our optimism is grounded in strategic action. We foresee a strong resurgence in consumer demand, a decisive shift toward premiumisation, and accelerated adoption of digital and sustainable practices.

Backed by a clear roadmap, disciplined execution, and a passionate, future-ready team, we are confident in our ability to deliver sustained value for all stakeholders.

At Berger Paints, we remain committed to more than just colouring spaces, we are painting a brighter, more responsible and more sustainable tomorrow.

Thank you for your continued trust.

Warm regards,

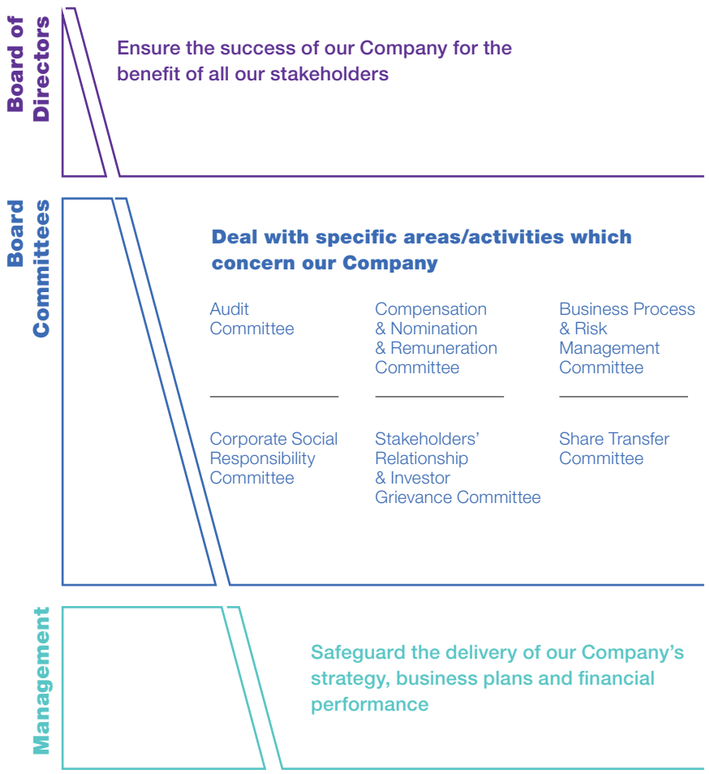
**Abhijit Roy**
**Managing Director & CEO**

# Governance

Conducting our business with integrity and the highest level of governance is fundamental to our corporate ethos. We consistently uphold rigorous standards of governance that not only comply with applicable legislation but exceed expectations in various aspects of our operations.

## Governance framework

Our Board maintains robust corporate governance principles, ensuring effective oversight of management's efforts to safeguard the best interests of all shareholders and stakeholders. With a focus on board independence and informed decision-making, we continually benchmark our practices against global standards. The Board is responsible for guiding our Company's strategic direction and performance, with the support of Board Committees, the CEO and the wider management team.



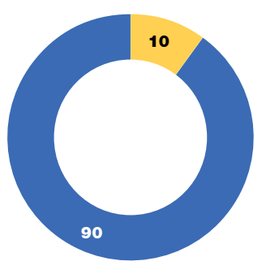

## Transparency

We accord the highest priority to building trust across the entire spectrum of our stakeholders. Therefore, we have embraced a comprehensive reporting approach to maintain transparency and provide stakeholders with a holistic view of our financial and non-financial performance.

## Code of conduct

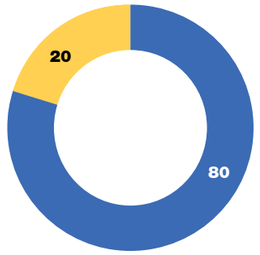
We have in place a comprehensive Code of conduct that applies to all our Directors, senior management, personnel and business partners. Our code emphasises our core values and principles while outlining expectations for various situations. With a zero-tolerance stance towards corruption and unethical behaviour, it serves as a central policy document that everyone associated with our Company must adhere to.

### Board age profile (%)

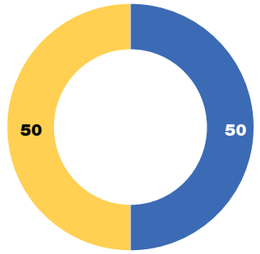



## About the Board

### Board diversity (%)




### Board independence (%)




### Committee of Directors for Regular Matters

Grant approval and authority for routine matters.

Committee Chairman – **Mr. Kuldip Singh Dhingra**

Committee members – **4**

24

Meetings held during FY 2024-25

## Board Committees

### Audit Committee

Ensures the integrity of our Company's financial statements, internal control arrangements and compliance with legal and regulatory requirements. Additionally, oversees the statutory auditor's performance, qualifications and independence.

Committee Chairperson – **Mrs. Sonu Halan Bhasin**

Committee members – **5**

6

Meetings held during FY 2024-25

### Compensation and Nomination and Remuneration Committee

Recommends candidates for directorship and key managerial positions, determines the remuneration structure for members and one level below the Board, evaluates the performance of Directors and oversees succession planning at the Board level.

Committee Chairman – **Mr. Anoop Hoon**

Committee members – **5**

3

Meetings held during FY 2024-25

### Business Process and Risk Management Committee

Assists the Board in monitoring and reviewing the Risk Management Policy, along with overseeing the implementation of the risk management framework.

Committee Chairman – **Mr. Gurbachan Singh Dhingra**

Committee members – **8**

2

Meetings held during FY 2024-25

### Corporate Social Responsibility Committee

Responsible for formulating and recommending a Corporate Social Responsibility (CSR) Policy to our Board, outlining our Company's planned activities and overseeing its implementation.

Committee Chairman – **Mr. Kuldip Singh Dhingra**

Committee members – **9**

1

Meeting held during FY 2024-25

### Stakeholders' Relationship and Investor Grievance Committee

Aids our Board in fulfilling its duties by overseeing the review of our Company's Investor Service Standards while addressing shareholders' grievances effectively.

Committee Chairman – **Mr. Gurbachan Singh Dhingra**

Committee members – **4**

1

Meeting held during FY 2024-25

### Share Transfer Committee

Approves matters related to shares (applications received from shareholders, new applicants, others)

Committee Chairman – **Mr. Abhijit Roy**

Committee members – **4**

10

Meetings held during FY 2024-25

# Board of Directors



1

### Ms. Rishma Kaur

**Chairman**

Date of appointment: 14.04.2011

Ms. Rishma Kaur is the Chairman of the Board and holds a B.Sc. in Business Studies from the University of Buckingham, U.K. and studied German Language at the University of Augsburg, Bavaria, Germany. She has successfully led Business Development efforts in the Company in respect of Retail Business in addition to providing guidance and handling various other matters such as Marketing and Corporate Affairs.

2

### Mr. Kuldip Singh Dhingra

**Chairman-Emeritus**

Date of appointment: 17.07.1991

Mr. Kuldip Singh Dhingra is the Chairman-Emeritus 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 of the Company, an Industrialist with long-standing experience in paints and related industries. He is the fourth generation of his family which has been continuously in the Paint business since 1898.

3

### Mr. Gurbachan Singh Dhingra

**Vice-Chairman-Emeritus**

Date of appointment: 14.05.1993

Mr. Gurbachan Singh Dhingra is the Vice-Chairman-Emeritus of the Board of Directors. He has been a Director of the Company since 1993. Mr. Dhingra is a graduate from Punjab University, an Industrialist, a Promoter of the Company and has considerable experience in the paint industry, especially in its technical aspects. He is the fourth generation of his family which has been continuously in the Paint business since 1898.

4

### Mr. Kanwardip Singh Dhingra

**Vice-Chairman**

Date of appointment: 14.04.2011

Mr. Kanwardip Singh Dhingra is the Vice Chairman of the Board and holds a Bachelor's Degree in Chemical Engineering from the University of Akron, Akron, Ohio, USA with specialisation in Polymer Engineering and Minor in Chemistry. Prior to joining the Company, Mr. Dhingra gathered working experience in the field of paints and specialty coatings at The Rohm & Haas Company, Texas, USA and The Sherwin Williams Company, Ohio, USA.

5

### Mr. Abhijit Roy

**Managing Director & Chief Executive Officer**

Date of appointment: 11.02.2011

Mr. Abhijit Roy has completed his Bachelors degree in Mechanical Engineering from Jadavpur University, Kolkata and completed his MBA from the Indian Institute of Management, Bangalore. In his career spanning 34 years, he has worked in various roles and verticals of Sales and Marketing primarily in Paints and FMCG sectors. Mr. Roy has been amongst the Business Today Top 100 CEOs in 2016, 2017 and 2018. He has also been nominated amongst six best CEOs – Private Sector in the Forbes India Leadership Awards 2016 & 2017. He also received the Distinguished Alumni Award from Indian Institute of Management, Bangalore in 2023.

6

### Dr. Anoop Kumar Mittal

**Independent Director**

Date of appointment: 19.03.2020

Dr. Anoop Kumar Mittal holds a B.E. in Civil Engineering, from Thapar Institute of Engineering & Technology, Punjab University, Patiala. He was conferred 'Doctor of Philosophy' (Honoris Causa) Chancellor, Singhania University. Dr. Mittal was associated with NBCC (India) Ltd. since 1985 and was Chairman-cum-Managing Director (CMD) of NBCC during the period March 2013 to March 2019. He was earlier associated with M/s Shapoorji Pallonji & Company Pvt. Limited. Dr. Mittal has an experience of more than 40 years in the field of Civil Engineering, Consultancy of Real Estate Development, Mergers & Acquisitions and Project Management. Dr. Mittal served as the President of the Indian Business Congress (IBC), Chairman in BRICS Chamber of Commerce and Industry and a Member of Board of Thapar University.

7

### Mr. Gopal Krishna Pillai

**Independent Director**

Date of appointment: 15.05.2023

Mr. Gopal Krishna Pillai did his B.Sc. from St. Joseph's College, Bengaluru and M.Sc. from IIT, Madras. Mr. Pillai is a retired Indian Administrative Service (I.A.S) Officer and has worked in a number of senior positions in the Central Government and State Governments.

8

### Mrs. Sonu Halan Bhasin

**Independent Director**

Date of appointment: 01.02.2019

Mrs. Sonu Halan Bhasin holds a B.Sc. (Hons.) in Mathematics from St. Stephen's College, Delhi University and MBA – Faculty of Management Studies (FMS), Delhi University. Mrs. Bhasin has vast professional experience and was the Chief Operating Officer of Tata Capital Limited. Before that, she worked with Yes Bank, ING Barings Private Bank and ING Vysya Bank and Tata Administrative Services in senior positions. She is currently an Independent Director of a number of reputed companies. She was the Founder and Managing Partner of FAB – Families and Business LLP and Editor-in-Chief of Families and Business Magazine. She had authored The Inheritors – Stories of Entrepreneurship and Success.

9

### Mr. Subir Bose

**Independent Director**

Date of appointment: 15.05.2024

Mr. Subir Bose 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 39 years of experience in the paint industry.

10

### Mr. Anoop Hoon

**Independent Director**

Date of appointment: 01.02.2019

Mr. Anoop Hoon is a B.A. in Economics and holds a Post Graduate degree in IR & PM from XLRI, Jamshedpur. He was associated with Century Plyboards (India) Ltd. as President (Marketing & OD) during the period 2008 to 2015. He was also earlier associated with Bells Control Ltd., BOC Gases Ltd., Fortis Health Care Ltd., The Gramophone Co. of India (HMV) Ltd. (as the CEO), Dunlop Tyres, Asian Paints Limited and others. Mr. Hoon has experience in marketing, sales, organisational development, HR, supply chain and branch commercial functions and had served as Business Head of several businesses while in the companies in which he had worked.

# Offerings

At Berger Paints, a relentless drive for innovation shapes all that we do. Over the years, we have carved a unique niche for ourselves with a diverse and distinctive portfolio which enables us to capture new market opportunities and secure our leadership position through continuous R&D.



## Decorative paints

Read more on page 32

By adapting to ever-evolving market dynamics and regularly engaging with our stakeholders, we continue to build on our legacy while preparing for our next phase of growth. With a customer-centric approach at the core of our operations, we have established ourselves as a reliable provider of premium decorative paints, continuously exceeding expectations and shaping the future of the industry.

**₹8,137.90 Cr**
Revenue*

**1.1%** y-o-y growth

* On standalone basis

### Sub-segments

#### Exterior painting

We meet India's unique demands with specialised paints like Weather Coat Anti Dustt Kool, offering dust resistance and cooling, while upholding our commitment to quality, trust and customer satisfaction.

Read more on page 33

#### Interior painting

We offer luxurious, long-lasting paints with designer finishes, interior emulsions and bio-resistant options, promising exceptional quality and elegance for every space.

Read more on page 34

#### Express Painting

Express Painting transforms the industry with cutting-edge techniques, exceptional quality and a customer-first approach, earning customer trust and loyalty.

Read more on page 39

#### Prolinks

Berger Prolinks bridges the gap between paint specifiers and our Company, delivering expert-driven solutions and fostering seamless collaboration for every challenge.

Read more on page 44



## Industrial paints

Read more on page 46

We excel in crafting premium, custom-formulated industrial coatings that cater to a wide spectrum of sectors nationwide. Our solutions are precisely formulated to address the unique demands of India's industrial landscape, ensuring superior quality and high performance.

**₹1,839.80 Cr**
Revenue*

**6.0%** y-o-y growth

* On standalone basis

### Sub-segments

#### Protecton

Berger Protecton offers bespoke coating solutions across industries, guaranteeing top-tier performance and solidifying its position as the preferred choice of customers seeking high-performance paints.

Read more on page 47

#### Automotive – General Industrial Coatings

Our monocoat systems and eco-friendly baking, comprise an array of metallic and non-metallic shades that set our brand apart.

Read more on page 52

#### Powder Coatings

Our advanced powder coatings, featuring bonded metallic, durable polyester and heat-resistant options, cater to diverse industries, delivering standout quality and performance.

Read more on page 56

# Decorative paints

Celebrating 101 years in business, we continue to redefine the decorative paints landscape with innovative, customer-focused offerings, such as premium decorative paints, advanced waterproofing solutions and tailored coatings - all delivered with seamless services. This commitment to delighting customers has made us one of India's most trusted names for high-quality, long-lasting finishes. Our balanced approach, which entails engaging both large and small dealers across India, has enabled us to gain significant market share. Meanwhile, our diverse distribution channels, including projects and associates, have ensured the widespread accessibility of our products.

**2nd**
**Largest**
Player in India







## Exterior painting

Understanding the diverse needs of the Indian market, we offer bespoke solutions like WeatherCoat Anti Dustt Kool, which combats dust and reduces heat, ensuring energy efficiency. Our high-quality exterior paints provide long-lasting protection against rain, heat and algae.



## Key products

### Luxury range



WeatherCoat Long Life 15



WeatherCoat Long Life 10



WeatherCoat Long Life Flexo

### Premium range



WeatherCoat Anti Dustt



WeatherCoat Anti Dustt Kool



WeatherCoat Glow

### Economy range



Walmasta Glow



Walmasta



Walmasta Lite

# Interior painting

Our extensive portfolio, including designer finishes, interior emulsions and ceiling paints, transforms spaces with a touch of glamour and longevity. Infused with premium, bio-resistant formulas, our products deliver vibrant colours while protecting from fungus and algae, ensuring your walls exude a rich, elegant look year after year.




## Key products


Silk Dazzle


Silk Glamor (High Sheen)


Silk Glamor (Soft Sheen)


Silk Matt


Easy Clean Silky Touch


Easy Clean Fresh


Easy Clean


Rangoli


Bison Glow


Bison Emulsion


Bison Lite


Bison Acrylic Distemper






### Texture and design


Silk GlamArt Metallica


GlamArt Non-Metallic


Silk GlamArt Metallica for designs


Silk GlamArt Stucco


Silk GlamArt Vintage


GlamArt Stones & Tones


GlamArt, Italian Collection, Panama


GlamArt, Italian Collection, Diamond


GlamArt, Italian Collection, Soffio


GlamArt, Italian Collection, Damasco


GlamArt, Italian Collection, Velluto


GlamArt, Italian Collection, Decorative Primer

## Wood coatings




Imperia Trendz




Imperia Gold




Imperia




Imperia BreatheEasy




Imperia Polyester




Woodkeeper Rainbow




Woodkeeper Melamine 24 Carat




Woodkeeper 1K PU




Woodkeeper Ezee Polish




## Waterproofing




Latex Shield 2K




Wall Shield 2K




Dampstop Advanced




Damstop Duo




PU RoofKoat




Roof Kool & Seal

## Metal coat




Luxol PU Enamel




Luxol Hi-Gloss Enamel




Luxol Satin

## Undercoat – Water-based




Dampstop Elasto




Seal-O-Prime Plus




Walmasta Exterior & Interior Primer

## Putty




Waterproof Putty




Bison Wall Putty




Silk Acrylic Putty

## Innovative products

### Kool Range

- Tank Kool
- WeatherCoat Anti-Dustt Kool
- Roof Kool & Seal







Keeps the water cool in overhead tanks




Blocks heat entering through walls




Blocks heat entering through roofs








## Express Painting

### Redefining home décor since 2014

Stay Safe with Berger

Launched in 2014, Berger Express Painting has transformed the Indian painting landscape by delivering a faster, cleaner, and more professional painting experience. Inspired by the increasing adoption of power tools in construction, we pioneered the use of semi-automated technology to address common customer pain points—dust during surface prep, inconsistent finishes, and extended project completion timelines.

This service bridges the gap between customers and painters, with Berger acting as a trusted facilitator backed by professional consultations, trained applicators, and continuous support, Express Painting has emerged as a highly preferred offering, driving strong customer demand and word-of-mouth growth. The initiative has not only elevated the customer experience but also significantly strengthened Berger's equity in the market.

### What we offer



**Wall textures**

From glossy sophistication to matte modernity, we offer tailored textures to elevate every room.



**Waterproofing**

Advanced damp-proofing and seepage control solutions for walls, floors, and foundations.



**Wood coatings**

Premium coatings for furniture and woodwork in a variety of shades and finishes.



**Interior painting**

Precision-led home painting by trained professionals using high-quality paints.



**Exterior painting**

Weather-resistant paints applied by experts to ensure long-lasting results.

### XP Tools











## Driving innovation with technology

At the heart of Express Painting is our semi-automated tool suite designed for performance and customer satisfaction:

- Our sanding machines with vacuum functionality reduce dust by up to 95%, ensuring cleaner environments.
- Advanced tools reduce painting time by up to 60%, accelerating project completion while delivering consistent, premium finishes.

We meticulously track customer satisfaction through Salesforce, assigning a 'Painter Score' to each contractor. This system ensures accountability, with customer feedback playing a central role. Thanks to this robust framework, our post-service ratings consistently range between 4.0 and 4.5 on a scale of 0 (poor) – 5 (excellent), demonstrating tangible improvements in quality and customer delight. This ecosystem has not only enhanced service delivery but also empowered our dealer and applicator network, driving improved profitability, engagement, and Berger's industry leadership.

## Customer-first experience: Real-time and responsive

### Seamless tracking and support with our mobile application

Customers can monitor project progress live, raise queries, and get swift resolutions—all through our dedicated mobile platform. This ensures complete transparency and peace of mind throughout the project lifecycle.

### Elevating skills through iTrain academy

Our iTrain Academy offers structured certification programmes across behavioural, technical, and process competencies. These are designed to equip our professionals with the skill, confidence, and knowledge needed to deliver consistently high-quality results.

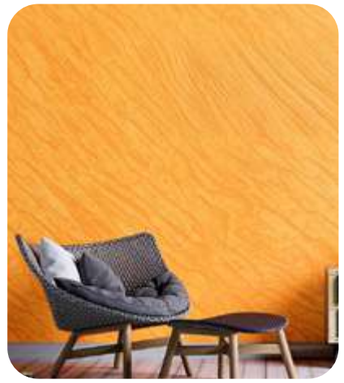














## What sets Express Painting apart



**Safety-certified painters**
Professionally trained teams with a strong focus on health and safety.



**Furniture and floor covering**
Protection for home valuables during painting.



**Trained professionals**
Certified painters delivering exceptional workmanship.



**Automated tools**
Faster, safer, and cleaner project execution.




**Health-friendly products**
Use of low-VOC, environmentally safe products.



**Accurate quotation**
Berger's paint calculator ensures cost precision.



**Colour consultation**
Expert design advice with virtual shade previews.



**Site sanitisation**
Thorough disinfection post-project for added hygiene.

### The road ahead

We are investing in next-generation technologies including Virtual Reality (VR), Augmented Reality (AR) and Artificial Intelligence (AI) to deliver even more intuitive and immersive customer experiences.

Our MyColour application, which integrates AR and AI, enables users to virtually preview shades on their walls resulting in faster decisions, increased confidence, and higher satisfaction. This innovation is rapidly gaining traction and is poised to become a core part of the Berger customer journey.

# New products

## Advanced range

We unveiled our Advanced range of products, delivering triple amplified benefits to meet the dynamic expectations of today's consumers. Positioned in the premium segment and available through a select retail network, this launch reflects our continued focus on innovation, exclusivity, and delivering differentiated value to discerning customers.




## Platina range

With the introduction of the Platina range, we have strengthened our presence in the project sales division. Built to withstand the demands of institutional and commercial environments, this high-performance range reaffirms our dedication to quality, reliability, and offering tailored solutions for the professional segment.




## Silk Acrylic Putty

In response to growing demand for premium surface preparation, we have launched Silk Acrylic Putty. Engineered to provide smooth finish and superior application, it meets the rising expectations of customers in the expanding acrylic putty market. This launch underscores our commitment to delivering high-performance, innovative offerings.






# New products

## GlamArt Italian Collection

We have introduced the GlamArt Italian Collection within the ultra-luxury décor segment, blending timeless Italian artistry with modern interior design. Crafted with meticulous attention to detail, this range brings refined elegance and sophistication to Indian homes, redefining the standards of luxury in decorative finishes.




## Neo Shakti

Neo Shakti marks our strategic move into the fast-evolving latex-based paint segment. Designed to cater to modern consumer preferences, it offers exceptional durability and performance. This product embodies our commitment to continuous innovation and staying ahead of emerging trends in the decorative coatings market.




## Construction chemicals



## Prolinks

Prolinks, our project sales division, is capitalising on India's thriving infrastructure and real estate sectors. With the addition of HomeShield construction chemicals and waterproofing products, alongside a dedicated team, Prolinks is positioned for substantial growth in the burgeoning maintenance and urban project markets.

### Key projects



**Aparna Sarovar Welfare Society, Nallgandala, Hyderabad**



**LIC Jeevandeep Building, Kolkata**



**Shapoorji Yahavi Vanaha, Bavdhan, Pune**



**Birla Institute of Technology & School of Management, Kalyan, Thane**



**My Home Bhooja, Gachibowli, Hyderabad**



**St. George Jacobite Syrian Orthodox Dayro, Puthencruz, Kochi**



**DLF Mall of India, Noida**



**Olive Kallista, Kakkanad, Kochi**



**The Leela Palace, Pattinambakkam, Chennai**



**TNHB IAS Staff Quarters, Nerkundram, Chennai**



**St. Paul's Cathedral, Kolkata**



**Godrej Green Cove, Mahalunge, Pune**



**India Bulls Sierra, Visakhapatnam**



**General Post Office, Kolkata**



**Purvanchal Royal City, Greater Noida**



**Raymond Ten-X Habitat, Thane, Mumbai**

# Industrial paints

We are a leading player in India's protective coatings segment and we specialise in high-performance, tailor-made industrial coatings crafted to meet the exacting demands of industries across India. Our portfolio features innovative solvent-less PU paints and fast-drying solutions that enable thinner coats with optimal binders. We are well positioned to benefit from increased demand in industrial and infrastructure sectors. Initiatives like 'Make in India' are fuelling growth in manufacturing across auto components, electronics, white goods and textiles driving strong demand for industrial coatings with high durability and performance.

**Business Leader**

in India's Protective & Infrastructure Coatings

**Market Leader**

of Protective and General Industrial for decades





## Protecton

### Berger Protecton: Building the future, together

At our Company, purpose extends far beyond products — it encompasses people, progress, and the planet. Anchored in a legacy of care and collaboration, we are building a better tomorrow by growing alongside our employees, uplifting communities, and safeguarding the environment.

What began as a belief—that India's infrastructure deserves smarter, longer-lasting corrosion protection—has evolved into Berger Protecton, a pioneer in heavy-duty coatings. Our advanced, customised solutions serve diverse sectors including oil refineries, power plants, railway coaches, bridges, and industrial flooring each engineered for high performance, resilience, safety and enduring value.

We proudly support national initiatives like 'Make in India' and Atmanirbhar Bharat, contributing to the vision of Viksit Bharat @ 2047. Every protective layer we apply safeguards not only critical infrastructure but also the nation's aspirations for self-reliance and resilience.

### Protecting India's assets, empowering its future

Berger Protecton leads the way in customised corrosion mitigation solutions by embracing the power of:

- Collaboration
- Communication
- Co-creation
- Commitment

As India embraces a new industrial era, Berger Protecton leads the corrosion protection revolution with integrity, expertise and impact delivering high-performance coatings tailored for harsh, corrosive environments. Designed for sectors such as refineries, power, railways, and coastal infrastructure, Protecton provides durable, technologically advanced solutions with service lives of up to 50 years.

We believe sustainable industrial growth stems from purposeful collaboration between academia, industry, and consumers. Our innovation aligns closely with initiatives like PM Gati Shakti and Jal Jeevan. By leveraging nanotechnology, Direct-To-Metal (DTM) systems, and eco-efficient concrete technologies using fly ash and silica fumes, we offer solutions that extend infrastructure life while reducing environmental impact.

More than just marketing products, we focus on delivering trusted, transparent, and best-in-class solutions. With a strong commitment to reducing VOCs, raising awareness, and improving affordability, we aim to expand the Protecton footprint to over 20 countries in the coming years.



**Nuclear Power Corporation India Limited**

### With Gratitude and Vision

We are grateful to every hand, heart, and mind that has helped in shaping the journey of Protecton — from our dedicated team to our trusted partners and the broader infrastructure community.

Together, we are building an ecosystem of excellence — where awareness, availability, and affordability are the pillars of the next corrosion mitigation revolution.

**Driven by Passion. Defined by Purpose. Built on Partnership.**

**Protecton's performance is not defined only by automation, digitalisation or output. It is rooted in:**



**Possibility**
Embracing innovation for lasting change

**Purpose**
Safeguarding national infrastructure

**Partnership**
Working hand-in-hand with customers and communities

# Protective coatings for the world's highest railway bridge

The Chenab Rail Bridge in India, standing 359 metres above the riverbed approximately 35 metres taller than the Eiffel Tower holds the title of the world's highest railway bridge. Located in seismic zone V with highly variable geology and extreme weather conditions, the bridge was engineered to withstand wind speeds up to 266 km/hr and temperatures as low as -20°C. With a projected lifespan of 120 years, it is designed for blast resistance and catastrophic failure prevention, featuring Defence Research and Development Organisation blast-proofing and wind-tunnel testing. The structure used over 10,000 MT of steel and 66,000 $m^3$ of concrete. Given the intense UV exposure, temperature shifts, and moisture extremes, the protective coating system required high durability, corrosion resistance, and UV stability. The challenge was addressed with in-house products in full compliance with Research Design and Standards Organisation specifications.



# Safeguarding Pamban Bridge

The Pamban Bridge in India, situated just 12.5 metres above sea level, endures a highly corrosive C5-grade marine atmosphere, the most severe level of corrosion exposure.
This harsh, saline environment demands rapid surface preparation, as flash rusting can set in within minutes of abrasive blasting. Many parts of the structure, including the underdeck, lift tower interiors, and mechanical housing units, are difficult to access, making protective solutions even more challenging. Berger Protecton took pride in safeguarding this national engineering marvel by delivering a specialised coating system developed through a rigorous three-year study conducted in actual sea conditions considered the most corrosive along the Indian coastline.

The products used were approved by CSIR–Central Electrochemical Research Institute (CECRI).
The solution involved in-house developed products, ensuring long lasting protection and preserving the structural integrity of this iconic bridge.





# VinFast's groundbreaking EV plant in Tamil Nadu

VinFast Auto, Vietnam's leading electric vehicle manufacturer, is setting a bold precedent in India with the development of its state-of-the-art EV manufacturing facility in Thoothukudi, Tamil Nadu. Spread across 400 acres in the SIPCOT industrial estate, the facility involves huge investment. With an annual production capacity of 50,000 units — scalable up to 150,000 — this pre-engineered facility, demands cutting-edge fire protection solutions. Given the high temperatures of lithium-ion battery fires and Tuticorin's coastal corrosion risks, advanced intumescent fireproofing and topcoat solutions were strategically designed.




# High-performance solutions for Foxconn Bengaluru

Foxconn, officially Hon Hai Technology Group, is a global electronics manufacturing giant best known for assembling iPhones for Apple and producing a wide range of devices for leading technology brands.
An 300-acre facility in Bengaluru's ITIR Industrial Area marks a pivotal step in India's electronics manufacturing landscape.

Faced with stringent technical specifications and tight timelines for its upcoming iPhone production unit, Foxconn demanded high-performance floor and ceiling coatings. Berger Paints met the challenge by delivering an in-house solution which was very successful.

Capitalising on the opportunity, Berger also introduced PRO TUFFLOOR LH, a lithium silicate floor hardener, gaining significant traction across service areas and manufacturing zones.



## Oil, gas and power



Reliance Solar



Polavaram hydro-electric project



Karnataka Power Corporation Limited



Chinki Boras Combined Multi-purpose Project



Sarvanthi Energy Kashipur



NPCIL

## Others



Cochin Shipyard Drydock



Madras Fertilizer Limited



GAIL Mangalore Petrochemicals



IOCL-Haldia-Refinery



RDWSD (Rural Drinking Water & Sanitation Department)



MAHSR Bullet Train Station



Jupitor Wagons



Anti-carbonation at Kasaragod Single Pillar 6 Lane Highway



Gujarat Fluoro Chemicals

## Infrastructure projects



MMRDA Mumbai Metro



Navi Mumbai Airport



Sudama Wood Panel



Adani Mangalore Airport



MOPA Goa Airport




Gaya Station Redevelopment

## Road Marking



NHAI Project



Kalyani Expressway



Raipur-Vizag Expressway



Yamuna Expressway

## Automotive - General Industrial Coatings

We are redefining the coatings landscape with eco-friendly mono-coat systems and energy-efficient baking schedules, offering a comprehensive palette of metallic and non-metallic shades. As a frontrunner in India's General Industrial (GI) Coatings segment, we serve a broad spectrum of sectors including fans, construction equipment, lighting and glass coatings while our automotive coatings portfolio covers two-wheelers, tractors and commercial vehicles. Our partnerships with renowned manufacturers extend our reach to over 75% to 80% of India's commercial vehicle market.

Our joint venture with BNPA (Berger Nippon Paint Automotive Coatings Private Limited) is doing well. BNPA focuses on passenger car and three-wheeler segments, supplying advanced coating to leading Original Equipment Manufacturers (OEMs). With a steady growth rate, we remain focused on deepening client relationships and delivering greater value through product innovation. Our cutting-edge R&D capabilities keep us aligned with India's industrial growth trajectory while our collaboration with Nippon supports the production of advanced Cathodic Electrodeposition (CED) technology.



## Dominant player

In General Industrial Business line along with subsidiary SBL Specialty Coatings Ltd.

## Precision-driven quality

We ensure excellence by employing advanced robotic applications at the plant level, maintaining precision in every batch we produce. Each product undergoes rigorous quality testing before release to guarantee performance and reliability.
By recreating real-world customer conditions, which essentially includes replicating varying weather and environmental scenarios, we validate the consistency and durability of our coatings across all applications. This proactive, tech-driven approach reaffirms that our coatings retain their high standards, regardless of climate or location.







**Our customer profile comprises major OEM suppliers in the commercial and two wheeler segments.**












## Colours applied across two-wheelers



**Blazing red**



**Flame red**



**Squadron blue**



**Desert storm**



**Pearl white**



**Gun grey met**



**Pearl white**



**Sports red and black**

## Tractor components



**Mudguard**



**Bonnet**



**Wheel**



**Cabin**



**Chassis**

## General Industrial



**Barrels**



**Agricultural equipment**



**Helmets**



**Electric 3W (Toto)**



**Household furniture**



**Pump and motors**

## Cathodic Electro Deposition



# Powder Coatings

At Berger Powder Coatings, environmental responsibility is deeply ingrained in our innovation and operations. Our commitment to sustainability is evident in the development of advanced coating technologies that not only minimise environmental impact but also provide exceptional performance.

A key advancement is our Low Bake, Fast Cure Powder Coating technology. This next-generation formulation enables curing at lower temperatures and in shorter durations, resulting in significant energy savings and a measurable reduction in carbon emissions throughout the value chain.

By decreasing energy consumption during the curing process, this innovation directly contributes to efforts aimed at reducing industrial carbon footprints.

In another significant step toward sustainability, Berger has pioneered the replacement of traditional three-coat liquid paint systems, particularly in the fan segment, with eco-friendly, single-coat metallic powder coatings. This breakthrough eliminates the release of harmful VOCs (Volatile Organic Compounds) typically associated with solvent-based paints, while also simplifying the application process and enhancing workplace safety.

Our powder coatings are free from heavy metals and generate minimal waste—overspray can be easily recycled and reused. With zero solvents and near-zero emissions, Berger Powder Coatings stands as a cleaner, greener alternative in the surface finishing industry.

By continuously investing in eco-efficient technologies, Berger Powder Coatings reinforces its role as a responsible industry leader, helping customers meet their sustainability goals while preserving the environment for future generations.



**A spectrum of strength and style:** Powder-coated panels showcasing diverse finishes and vibrant colours for every application

## New developing ventures

### Soft-feel Powder Coatings

Soft-feel Powder Coatings offer a smooth, velvety tactile matt finish that enhances the aesthetic and touch experience of products. The coating is designed for use on decorative components like bottles, domestic appliances, office furniture, etc. We have also started supplying coatings for the architecture segment, specifically for aluminium channels.

### Heat-resistant Powder Coatings

Developed powder coatings that withstand extreme temperatures (650-700°C). Applications span from Auto-Mufflers to Stove Tops and Barb-Q Grills. We supplied over 30 lacs of Powder Coatings to Mufflers used in Automotive segment.

### Supporting the nation's defence strength

With pride and precision, Berger Powder Coatings plays a vital role in safeguarding India's defence infrastructure. Engineered to withstand extreme conditions, Berger's high-performance coatings are trusted for defence equipment mainly the ammunition boxes and critical hardware, ensuring long-term durability, corrosion resistance, and aesthetic excellence. In contributing to our armed forces, Berger proudly stands by the motto: 'Protecting what protects the nation.'





## Key brands

**ULTRACOAT**
Our Pure Epoxy and Epoxy-Polyester hybrid systems deliver superior mechanical, chemical and corrosion resistance with versatile finishes, catering to furniture, lighting, automotive accessories and more for exceptional interior performance.

**PermaCoat**
PermaCoat offers premium Pure Polyester and Polyurethane coatings with exceptional outdoor durability, mechanical strength and chemical resistance, tailored for diverse applications, including architecture, automotive accessories, alloy wheels and agricultural and construction equipment.

**QUALICOAT**
QUALICOAT, crafted for interior excellence, features Pure Epoxy and Epoxy-Polyester hybrids, offering diverse shades and finishes tailored for OEM needs in white goods, electric fans, storage solutions and elevators.

**REBACOAT**
Our sustainable functional powder coatings, including fusion-bonded epoxy solutions, deliver superior performance for TMT bars, pipes and valves, ensuring durability, efficiency and eco-friendly excellence in industrial applications.

**DURABERG**
Our warranty-grade, high-durability polyester powder coatings are expertly crafted for architectural applications, enhancing facades, curtain walls, door and window frames and handrails with superior performance and lasting appeal.

## Brands


Metal furniture


Fire extinguisher


Steel almirah


Control panel


Hospital bed


Storage racks


Ceiling fan


Washing machine


Heavy earth movers


Genset


4W alloy wheels


AC outdoor unit


TMT bar


Valve


Water pipe


Pipe fittings


Archi-facade


Archi-railings


Archi-doors and windows


Archi-curtain walls

# Business model

**Value creation process**

## We are led by our...

**Philosophy**

**Vision**

**Mission**

## Business strategies

**Focused growth** — **Market expansion**

**Business segments**




**Foster innovation** — **Sustainable practices**

**Inputs** → **Outcomes** → **Stakeholders impacted**

### Financial capital

**₹6,167 Cr** Equity

**₹11,545 Cr** Revenue
**₹1,183 Cr** Profit after tax
**₹1,951 Cr** EBITDA
**₹3.8** Proposed dividend per share

Investors

### Manufactured capital

**15** Manufacturing facilities across India

**196** Warehouses (including offices)

**6** Capacity expansion projects

Customers | Employees

### Intellectual capital

**₹25 Cr** R&D expenditure

**94** R&D personnel

**38** New products launched

Customers | Employees

### Human capital

**₹5 Cr** Invested in training and development

**1** Safety incident

Employees

### Social and relationship capital

**~₹24 Cr** CSR expenditure

**13,000+** Retail touchpoints added

**1,22,897** CSR beneficiaries

**11.42%** MSME suppliers

Communities | Suppliers | Regulatory bodies

### Natural capital

**~₹2.5 Cr** Spent on clean energy

**8.7%** of total water withdrawal is recycled

**758 MT** Waste recycled

Regulatory bodies

# Operating context

India's robust economic momentum continues to present significant opportunities for value creation even amid global headwinds. Buoyed by strong consumption, infrastructure-led public spending and supportive policy initiatives, the nation's growth prospects remain promising. In step with this progress, we at Berger Paints, India's second-largest paint company, aim to raise the bar for ourselves through continuous product innovation. Our century-old legacy mirrors the nation's adaptive and forward-looking spirit while also underscoring our determination to deliver sustainable, long-term growth and superior value for all.

## Indian paint industry

India's paints industry, valued at ₹1,110 Billion in FY 2023-24, is on an upward growth trajectory with projections estimating it at ₹2,640 Billion by FY 2032-33. This surge is underpinned by rapid urbanisation, rising disposable incomes and favourable government initiatives such as the Pradhan Mantri Awaas Yojana and the Smart Cities Mission, which continue to ramp up housing and infrastructure development.

The sector is growing at nearly twice the pace of India's GDP, demonstrating resilience and adaptability in the face of recent headwinds. Innovation and a shift in consumer preference towards water-based, eco-friendly and premium paint solutions are adding traction to the decorative segment. Organised players, now account for roughly 70% of the market, valued at ₹62,000 Crore as of FY 2022-23.

Decorative paints command 70% of total industry consumption, the remaining 30% stems from industrial paints, catering to sectors such as automotive, oil and gas, marine and aerospace, highlighting the industry's broad relevance across India's rapidly expanding economy.*

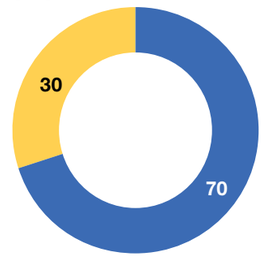
**₹2,640 Bn**

Estimated value of India's paints industry in FY 2032-33

**~70%**

of the market is controlled by the organised players

**Market share (%)**




*Wright Research



## Key trends driving the industry

### Housing

India's real estate sector is booming, with total valuation projected to rise from $200 Billion in 2021 to $1 Trillion by 2030. The sector is expected to contribute 13% to the nation's GDP by 2025, driven by increasing demand across retail, hospitality and commercial spaces. By 2047, the market could touch $7 Trillion, with potential to exceed $10 Trillion.

To further accelerate this momentum, the Government has now permitted 100% FDI in township projects. Further, PM Awaas Yojana Urban 2.0, with a ₹10 Lakh Crore investment, has been announced in the Union Budget FY 2024–25, aiming to provide housing for 1 Crore urban poor and middle-class families.#



**₹10 Lakh Cr**

Investments made under PM Awaas Yojana Urban 2.0

### Infrastructure

Infrastructure development continues to be a foundational pillar for economic growth, enabling enhanced connectivity, facilitating trade and elevating overall living standards. As the world's fifth-largest economy, India has made significant strides in infrastructure over the past decade, propelled by both public and private investment.

The Union Budget for FY 2025–26 reflects this commitment, with a substantial uptick in the capital outlay to ₹11.21 Lakh Crore ($128.64 Billion), accounting for 3.1% of GDP. Further supporting this progress, the Government has enabled access to vital mapping data through the PM Gati Shakti portal, equipping private sector players with advanced tools for more efficient infrastructure planning and execution nationwide.**



**₹11.21 Lakh Cr**

Capital investment outlay in Union Budget FY 2025-26



### Rising incomes

India's per capita income is poised to increase by nearly 70%, from $2,450 in FY 2022–23 to $4,000 by 2030, according to projections by Standard Chartered Bank. This upward trajectory marks a significant step towards achieving middle-income status, with the country's GDP expected to reach $7 Trillion. This surge in disposable income is fuelling robust expansion across the consumer sector, making it a key driver of economic momentum.

Goldman Sachs anticipates that by 2027, nearly 100 Million Indians will have annual earnings exceeding $10,000.

This heightened prosperity is fundamentally transforming consumption patterns, leading to greater demand for discretionary spending on categories such as travel, jewellery, dining and lifestyle experiences, thereby redefining India's economic narrative.^



**$4,000**

Estimated India's per capita income by 2030

### Evolving consumer preferences

Growing environmental awareness is increasingly shaping consumer choices, fuelling a surge in demand for eco-friendly, water-based paints. These variants are gaining traction primarily for their low VOC emissions and odour-free appeal. The Confederation of Indian Industry (CII) forecasts that the eco-friendly coatings market will grow at a robust CAGR of over 12% in the coming years, driven by stricter regulations and the adoption of green building norms and sustainable construction practices. These developments will position eco-friendly paints as a preferred choice in India's evolving architectural and interior design landscape.



**12%**

CAGR of the Indian eco-friendly coatings market in the coming years

#### Our response

We continue to expand our distribution and product portfolio to better serve everyday consumer needs and capitalise on the market trends. With strong traction across waterproofing, construction chemicals and decorative coatings, we are driving growth through innovation, launching standout products like Roof Cool & Seal and Tank Cool, developed through deep Research and Development (R&D). Our AI-powered tool like MyColour elevate engagement and operational efficiency. We are also enhancing sustainability with bio-briquettes, solar power and VOC-free formulations.

#IBEF | **Press Information Bureau | ^Goldman Sachs

# Strategy

We are focused on expanding our footprint across India through a robust network, innovative sustainability-driven R&D and eco-friendly practices. With a loyal team and strong partnerships, we are poised for growth, delivering cutting-edge products and championing environmental stewardship as we shape the future of paints and coatings.



## We plan to

### Maintain

- Fundamental activities
- Network
- Applicators
- Customers

### Experiment

- Experiment to create new scalable opportunities
- Urban

### Grow

- Scale up of successful experiments
- Distributor
- Stores
- Construction chemicals





**Strategies** — **Progress in FY 2024-25**

## Network expansion

We are harnessing our extensive distribution network and the trust of our partners to broaden our market presence by expanding retail touchpoints, color bank machines and scaling dealer and influencer networks nationwide. New entrepreneurs are joining our journey, supported by a growing store network. Our integrated approach aligns dealers, architects and influencers, driving gains in market share across states. Amid fierce competition, our loyal team ensures customer satisfaction and long-term relationships, positioning us strongly for growth in India's rapidly expanding urban markets.

**573**
Berger Paints exclusive stores opened

## Focused on innovation

With climate change posing ever-greater challenges, we understand the need to develop eco-friendly, high-performance solutions and the immense opportunity it offers to lead. This year, our innovation efforts have pivoted towards sustainability-driven R&D, with significant investments in nano and other advanced technology.
Our aim is to extend product life and reduce carbon emissions. Through partnerships with leading institutions and renowned laboratories, we are crafting longer-lasting products while exploring new raw materials and cutting-edge technologies to strengthen our R&D capabilities.

**38**
New products launched

## Sustainable practices

Environmental sustainability lies at the heart of our philosophy and operations. All our products are lead, chrome and mercury-free with Low and Very Low VOC levels that comply with the strictest global standards, including those in Europe. Our green initiatives span across manufacturing units, from harnessing solar power and boosting water reuse to reducing fossil fuel dependence through bio-briquettes and clean energy. We even recover heat from resin reactors for greater efficiency. With our sustainability practices benchmarked against global indices, we are committed to continuous stewardship and responsible growth, integrating advanced MES and EMS systems to optimise power use and maintain productivity.

**₹2.5 Cr**
Spent on clean energy

# Stakeholder engagement

Over the past century, we have evolved from a small paint manufacturer into one of the world's top 15 paint companies. Ours is a story built on trust, agility and a deep-rooted commitment to partnership. We have cultivated enduring relationships across our ecosystem by listening closely, acting decisively and always striving to create a bigger impact. Besides consistently delivering value, we have continued to make bold moves that have created waves across the paint industry in India.




## Our stakeholder universe

**Investors**
Our investors are instrumental for sustainable business growth. They provide us with the necessary financial resources to scale our operations continuously.

**Customers**
Customers sit at the heart of our operations and integrating their feedback helps us consistently enhance our products and services.

**Employees**
Our employees ensure the successful execution of our business strategy. Discussing performance and providing training and opportunities helps to keep our people motivated and engaged.



**Communities**
Our communities give us the social license to operate and can be affected by our operations. We ensure holistic community development to drive inclusive growth.

**Suppliers**
Collaborating with our suppliers helps maintain a seamless supply chain, fostering innovation and enhancing sustainability within our business.

**Influencers**
Influencers play a crucial role in impacting the decision making of our customers.

**Regulatory bodies**
Regulatory bodies establish the laws, regulations and policies that govern our business.

## Approach to stakeholder engagement

### Investors

**Key concerns**

- Returns on investments
- Long-term goals
- Sustainable growth
- Timely disclosures and compliance
- Good governance

**Initiatives undertaken during FY25**

- Annual General Meeting (AGM)
- Quarterly financial reports
- Investor webinars
- Higher dividends

**Value created**

₹10.13
Earnings per share (EPS)

**Frequency of engagement**

**Capital linked**

### Customers

**Key concerns**

- Value for money
- Convenience
- Innovative products
- Product safety
- Timely services

**Initiatives undertaken during FY25**

- Customer satisfaction surveys
- Loyalty programmes
- Personalised marketing campaigns
- Digitisation

**Value created**

~59,000
Retail touchpoints

**Frequency of engagement**

**Capital linked**

### Employees

**Key concerns**

- Safety
- Learning beneficiaries and development
- Occupational health and safety
- Professional growth
- Diversity
- Rewards and recognitions

**Initiatives undertaken during FY25**

- Training and development programmes
- Well-being initiatives
- Recognition programmes

**Value created**

2,105
Training and development programmes rolled out

**Frequency of engagement**

**Capital linked**

Quarterly | Semi-annually | Annually | Need-based | Regularly

### Communities

**Key concerns**

- Health and hygiene
- Skilling
- Water management
- Empowering marginalised communities

**Initiatives undertaken during FY25**

- CSR projects
- Volunteer programmes
- Donations

**Value created**

1.2 Lakh+
CSR beneficiaries

**Frequency of engagement**

**Capital linked**

### Suppliers

**Key concerns**

- Fair business dealings
- Timely transactions
- Ethical practices

**Initiatives undertaken during FY25**

- Sustainable sourcing initiatives
- Joint innovation projects
- Supplier development programmes
- Awareness sessions on ESG matters

**Value created**

ESG-centric initiatives rolled out

**Frequency of engagement**

**Capital linked**

### Regulatory bodies

**Key concerns**

- Proper compliance
- Aligned with national agendas
- Following sustainable business practices

**Initiatives undertaken during FY25**

- Compliance reporting
- Engagement with Industry Associations
- Policy advocacy

**Value created**

₹386 Cr
Taxes paid

**Frequency of engagement**

**Capital linked**

### Influencers

**Key concerns**

- Business collaborations
- Branding

**Initiatives undertaken during FY25**

- Partnerships
- Social media engagement
- Events

**Value created**

~1.44 Lakh
New painters added

**Frequency of engagement**

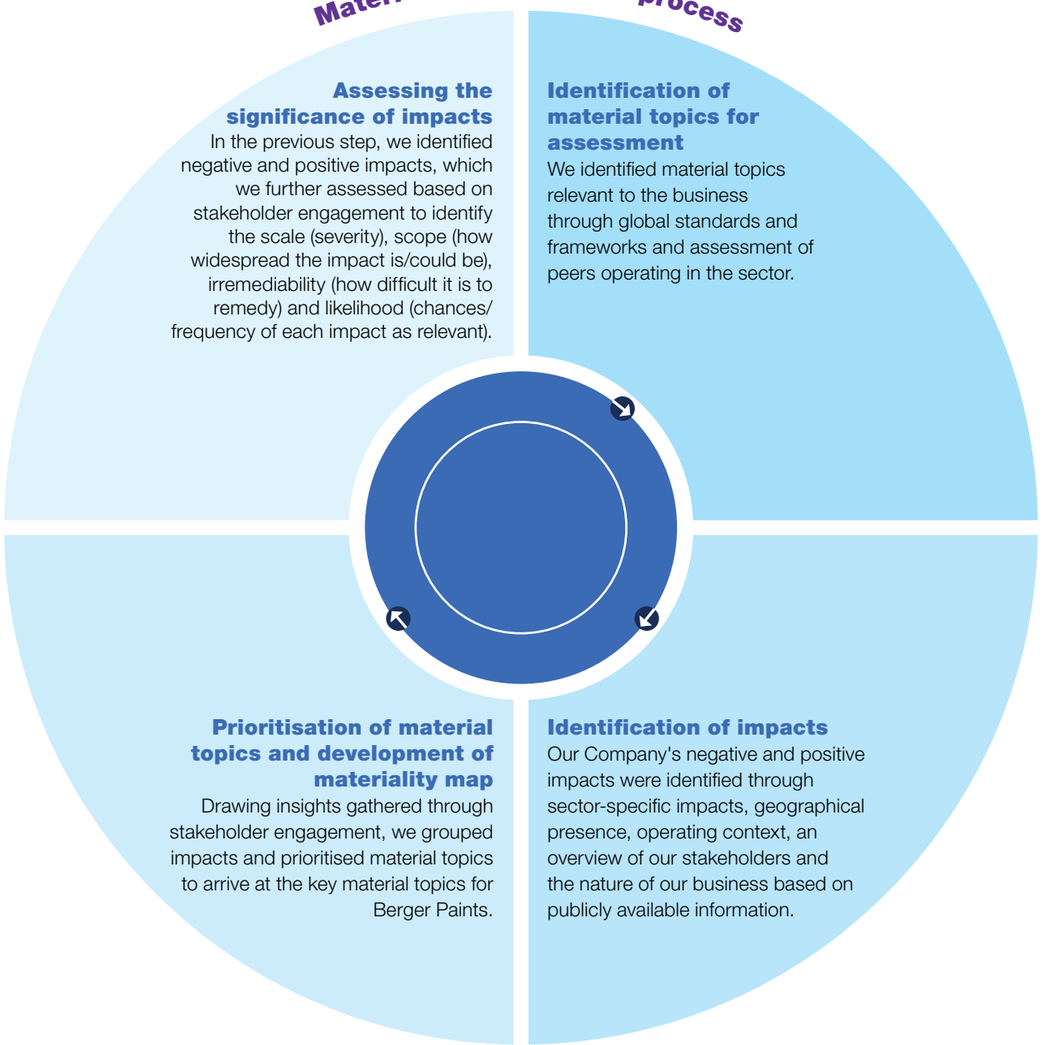
**Capital linked**

Quarterly | Semi-annually | Annually | Need-based | Regularly

# Materiality assessment

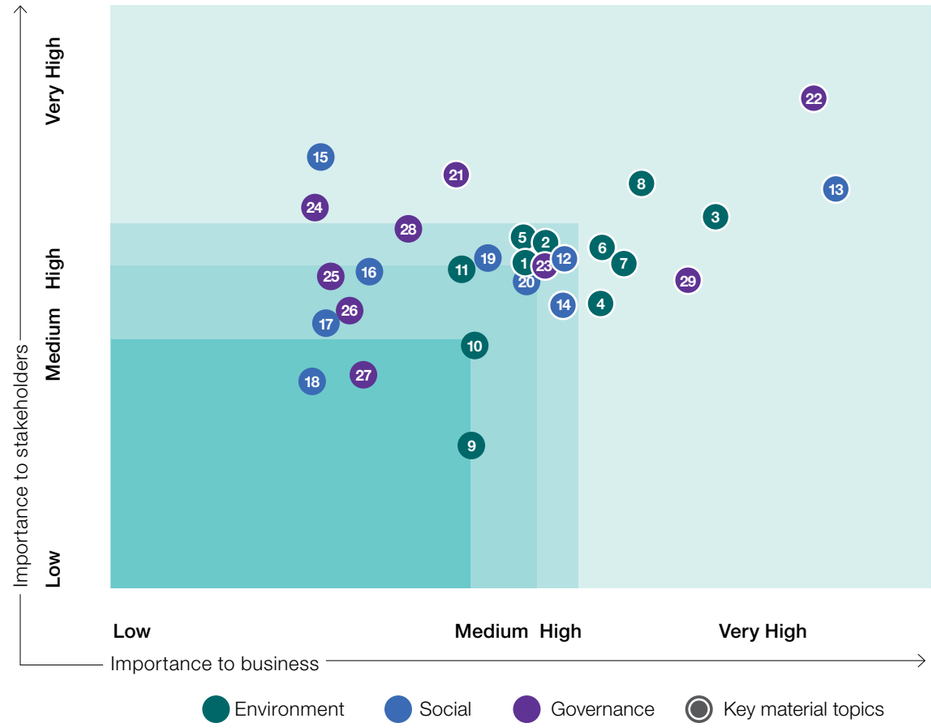
Recognising what matters the most to both our stakeholders and our business is central to our approach. By identifying shared priorities and understanding their potential to shape long-term value creation, we align our strategy, allocate resources effectively and advance our ambitions with clarity and purpose.

## Materiality assessment process




## Materiality matrix

We developed our materiality matrix by leveraging insights from our key stakeholders. This map reflects the most pressing environmental, social and governance issues for both our Company and those we serve. As stakeholder expectations evolve, we continuously review and update our material topics, ensuring we remain relevant and responsive.




### Material topics

**Environment**

1. Air emissions
2. Water and wastewater
3. Energy
4. Waste management
5. Material handling
6. End of life management of product/ Life cycle assessment/Sustainable product portfolio/Product innovation and stewardship
7. Supply chain sustainability
8. Environmental compliance
9. Biodiversity
10. Climate change
11. Management of hazardous chemicals

**Social**

12. Labour management and relations
13. Process safety
14. Employee education and training
15. Consumer satisfaction
16. Community relations
17. Human rights
18. Diversity, inclusion & equal opportunity
19. Customer health & safety
20. Occupational health and safety

**Governance**

21. Business ethics, compliance and transparency
22. Innovation and R&D
23. Economic performance
24. Marketing & labelling
25. IT & cyber security
26. Market presence/Business growth
27. Indirect economic impacts
28. Risk management
29. Talent acquisition & employee engagement

# Risk management

Our comprehensive risk management policy has been duly approved by our Business Process and Risk Management Committee, the Audit Committee and the Board of Directors. This policy established a structured framework for identifying, assessing and mitigating risks across all aspects of our operations. We conduct regular reviews to ensure our risk management framework evolves in step with the increasing scale and complexity of our business, as well as with emerging regulatory requirements.

## Risks and opportunities

| Key risks | Mitigation measures | Linkage to material issues |
|---|---|---|
| **Industry risk**<br>Downturn in end-user industry could adversely impact the demand for our products. | The paint industry has significant headroom for growth, considering low per capita consumption, buoyant real estate sector and increasing infrastructure creation. At Berger Paints, we continuously strengthen our product portfolio across business segments that are aligned with our industry's needs. | 15 Consumer satisfaction<br>23 Economic performance<br>26 Market presence/ Business growth<br>28 Risk management |
| **Competition risk**<br>Entry of new players may impact market share and dent profitability. | We leverage our strong R&D capabilities at Berger Paints to introduce pioneering products. Further, we have emerged as the sole supplier for some of the prestigious infrastructure projects in the country. We are further enhancing our capacity and market reach to strengthen market share. | 15 Consumer satisfaction<br>22 Innovation and R&D<br>23 Economic performance<br>26 Market presence/ Business growth<br>27 Indirect economic impacts<br>28 Risk management |





| Key risks | Mitigation measures | Linkage to material issues |
|---|---|---|
| **Reputation risk**<br>Negative publicity driven by any act of our Company can be detrimental to growth. | At Berger Paints, we continuously monitor social media feedback and address it quickly. Our dedicated customer care department ensures customer grievances are met within the stipulated timeline. Furthermore, we have created a widespread logistic network that helps us supply our dealers promptly. Shareholders' queries are attended to and resolved promptly. | 12 Labour management and relations<br>15 Consumer satisfaction (including shareholders)<br>17 Human rights<br>19 Customer health & safety<br>26 Market presence/Business growth<br>27 Indirect economic impacts<br>28 Risk management |
| **Counterfeit risk**<br>Counterfeit and spurious products in the market could lead to poor performance, impacting the brand. | We have a dedicated team working with relevant authorities to identify counterfeit manufacturers, label printers and take suitable legal measures. Furthermore, we are designing our products to help prevent counterfeiting. | 24 Marketing & labelling<br>26 Market presence/ Business growth<br>27 Indirect economic impacts<br>28 Risk management |
| **People risk**<br>Inability to retain and attract talent could adversely impact our growth aspirations. | We have a legacy of high employee retention driven by our people friendly and empowering work culture, engagement initiatives, and reward and recognition programmes. | 13 Process safety<br>14 Employee education and training<br>17 Human rights<br>18 Diversity, inclusion & equal opportunity<br>27 Indirect economic impacts<br>28 Risk management<br>29 Talent acquisition & employee engagement |
| **Climate risk**<br>Changes in climate conditions could adversely impact business operations. | We assess the environmental risks associated with our business and develop mitigation plans. To minimise the impact of our operations, we focus on energy conservation, waste management, water management, and the use of renewable energy. | 2 Water and wastewater<br>3 Energy<br>4 Waste management<br>10 Climate change<br>11 Management of hazardous chemicals<br>28 Risk management |
| **Financial risk**<br>Inability to procure adequate funds at competitive rates could adversely impact our capex plans. | We have maintained a healthy balance sheet with the net cash standing at ₹689.17 Crore. Furthermore, we plan to fund our required capex for the next five years mainly through our internal accruals. | 23 Economic performance<br>26 Market presence/ Business growth<br>28 Risk management |
| **Cybersecurity risk**<br>Loss of critical information and attack on our network could lead to operational disruptions. | We have invested in cutting-edge IT security measures to safeguard against potential threats. Furthermore, we conduct periodic IT audits to find gaps and take adequate countermeasures. | 22 Innovation and R&D<br>25 IT & cyber security<br>27 Indirect economic impacts<br>28 Risk management |

FY 2024–25 was a year marked by resilience and agility for Berger Paints. In the face of macroeconomic headwinds, subdued consumer sentiment, and evolving market dynamics, the Company delivered a steady performance. We remained focused on strategic expansion, operational efficiencies, and disciplined financial management. This approach enabled us to achieve stable revenue growth, preserve healthy profitability, and further strengthen our balance sheet—laying a solid foundation for long-term value creation.

# *Financial* Capital

**₹11,544.7 Cr**
**Revenue from operations**
**3.1%** y-o-y growth

**₹1,950.9 Cr**
**EBITDA**
**1.3%** y-o-y growth

**₹1,182.8 Cr**
**Profit after tax**
**1.1%** y-o-y growth

**₹3.8**
**Proposed dividend per share**
**8.6%** y-o-y growth

"As we celebrate our 101st year, we strengthened our market presence through innovation, robust volume growth and deeper penetration in Tier 2 and 3 cities. Enhanced distribution and strategic focus on high-volume products like texture paints and adhesives fuelled our expansion. While FY 2024-25 remained challenging owing to an election year and increasing competition, our razor-sharp focus on market expansion, strong momentum in the industrial segment and focused strategic execution delivered a net profit of ₹1,182.8 Crore reinforcing our commitment to sustainable value creation."

**Kaushik Ghosh**
Chief Financial Officer

## Material topics impacted
- Business ethics, compliance and transparency
- Labour management and relations
- Innovation and R&D
- Economic performance

## Stakeholders impacted
- Investors
- Regulatory bodies

## Capitals linked
- Manufactured capital
- Intellectual capital
- Human capital
- Social and relationship capital
- Natural capital

## Strategies linked
- Network expansion
- Focused on innovation

## Economic value created and distributed*

(₹ in Cr)

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Direct economic value generated** | **10,291.43** | **10,060.37** |
| Revenues | 10,169.22 | 10,002.93 |
| Other income | 122.21 | 57.44 |
| **Economic value distributed** | **9,655.14** | **9,441.90** |
| Operating costs | 8,231.90 | 8,134.85 |
| Employee wages and benefits | 605.50 | 537.27 |
| Payments to providers of capital | 443.04 | 408.03 |
| Payments to government | 351.41 | 340.96 |
| Community investments | 23.29 | 20.79 |
| **Economic value retained** | **636.29** | **618.47** |

*On standalone basis



## The year at a glance

Berger Paints recorded revenues of ₹11,544.7 Crore in FY 2024–25, a 3.1% increase over ₹11,198.9 Crore in the previous year. Growth was driven by deeper penetration into urban markets—especially in Tier 2 and Tier 3 cities—and continued expansion of our distribution network.

While volume growth remained healthy, the volume-value gap widened due to a shift in product mix towards high-volume, lower-value categories such as texture paints, tile adhesives, and admixtures.

Despite these dynamics, EBITDA grew by 1.3% y-o-y to ₹1,950.9 Crore, aided by raw material price moderation, improved sourcing strategies, and procurement efficiencies. Profit after tax rose modestly by 1.1% to ₹1,182.8 Crore, from ₹1,169.8 Crore in FY 2023–24. Correspondingly, Earnings per share (EPS) increased from ₹10.02 to ₹10.13.

## Balance sheet strength

Berger Paints maintained a strong financial position in FY 2024–25, underpinned by prudent capital allocation and robust liquidity management. Despite continued investments in infrastructure and capacity expansion, financial stability remained intact.

Our Company invested ₹429.4 Crore in capital expenditure, primarily for expanding manufacturing capabilities and maintaining existing infrastructure. As of March 31st, 2025, we reported a net cash surplus of ₹689.2 Crore demonstrating the strength of internal accruals and efficient working capital management.

Current borrowings were primarily utilised for working capital needs; however, we consistently evaluated opportunities to optimise borrowing costs and maximise yields on surplus funds. Our financial strategy prioritised safety, liquidity, and return, all within a conservative risk framework.

Cash flows were tightly monitored to ensure strategic deployment of surplus capital across operational and long-term priorities. This resulted in a low Debt-to-EBITDA ratio of 0.34, reflecting minimal leverage and a sound capital structure. Our AAA credit rating reaffirms market confidence in our balance sheet and equips us with financial flexibility to pursue future opportunities.

Working capital remained well-managed across all fronts—inventory, payables, and receivables—enabling smooth operations even amid capex cycles and seasonal fluctuations.

## Delivering consistent returns

Berger Paints has consistently demonstrated its commitment to delivering long-term shareholder value through prudent capital allocation, margin protection, and operational excellence.

### Key return metrics in FY 2024–25 included:

- Return on Equity (ROE) of 20.5%, reflecting strong profitability and efficient capital utilisation.
- Robust Free Cash Flow generation, despite elevated capex levels.
- Dividend Pay-out Ratio of 43.3%, balancing shareholder returns with reinvestment for future growth.

These outcomes reaffirm our track record of delivering Total Shareholder Return (TSR) through sustained earnings performance and strategic discipline.

## Creating long-term shareholder value

FY 2024–25 further solidified Berger Paints' position as a financially resilient and growth-oriented enterprise. Our performance was anchored by:

- Reinvestment in both core and adjacent categories
- Capital efficiency
- And a structurally sound balance sheet

Together, these factors contributed to strong capital appreciation and attractive dividend yields reinforcing investor confidence. Our ability to uphold robust return metrics, despite cost pressures and ongoing investments, reflects the enduring strength of our financial model.

## ESG-integrated financial decision-making

We have seamlessly embedded ESG principles into the core of our business strategy, including our investment evaluation framework. ESG due diligence now forms a critical part of our decision-making process, undertaken alongside financial assessments.

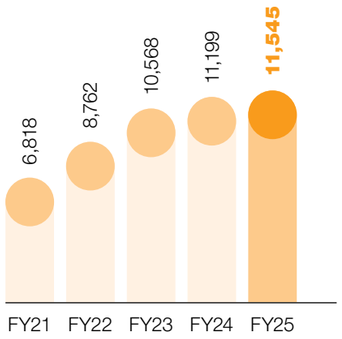
Each prospective investment undergoes a thorough review of environmental impact, regulatory compliance and social responsibilities, ensuring alignment with our long-term values and commitments. This integrated approach enables us to make well-informed, responsible investment decisions that support sustainable growth while safeguarding our reputation and stakeholder trust.

## Strengthening investor relations

Our Company deeply values our investors as vital providers of financial capital, which drives our growth and long-term success. To ensure strong and transparent relationships, we maintain regular engagement across multiple platforms. We participate in domestic and international investor conferences, organise roadshows, events and plant visits, and share comprehensive investor reports. These interactions, held quarterly, annually or as needed, ensure our stakeholders remain well-informed about our performance, strategic direction and the opportunities that lie ahead.

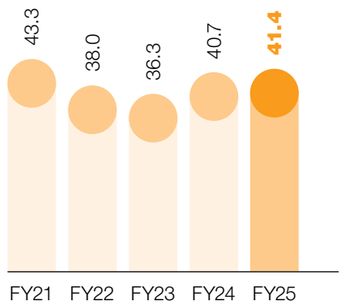
## Key performance indicators*

### Revenue from operations (₹ in Cr)

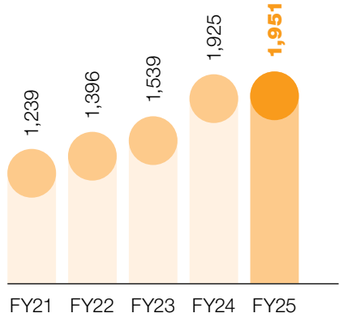



**3.1%** y-o-y growth

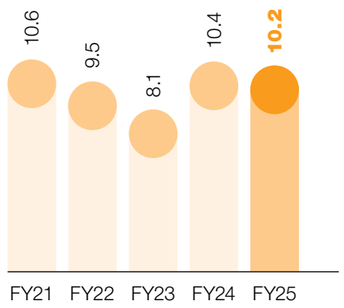
### Gross margin (%)



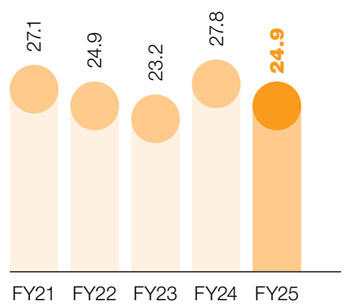

### EBITDA (₹ in Cr)



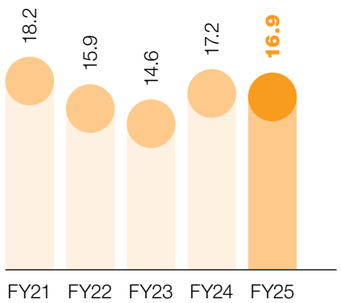

### PAT margin (%)



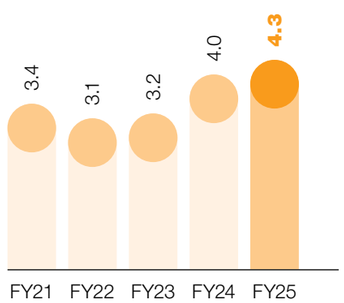

### Return on Capital Employed (RoCE) (%)




### EBITDA margin (%)

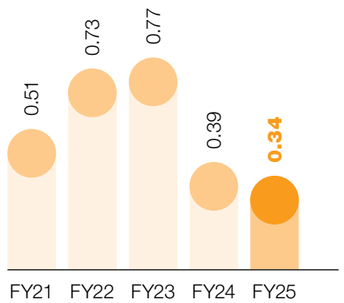



### Investment in Brand Building^ (%)

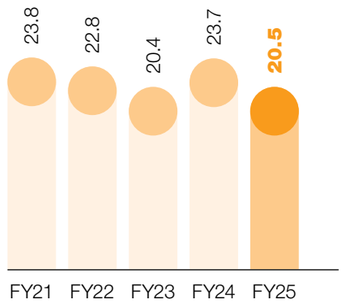



^Advertisement & Sales promotion expenses to Revenue from operations

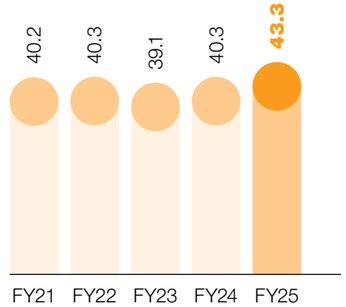
### Debt/EBITDA (%)




### Return on Equity (RoE) (%)

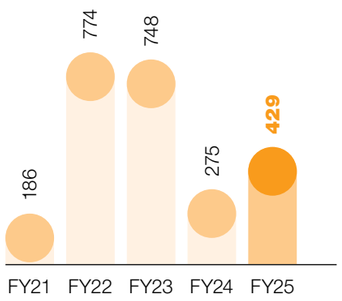



### Dividend payout (%)

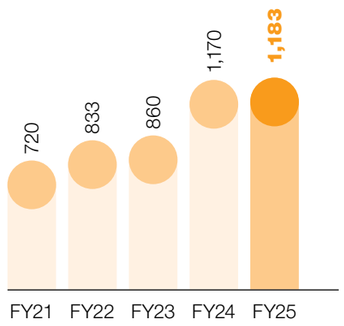



**7.4%** y-o-y growth

### Capital Expenditure (₹ in Cr)

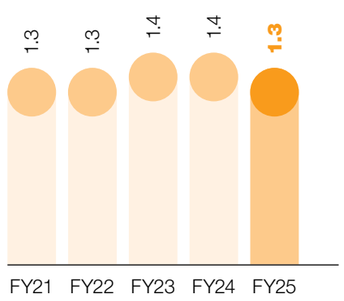



### Profit after tax (₹ in Cr)

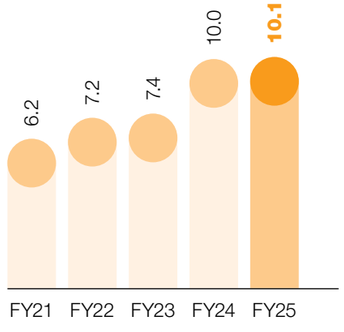



**1.1%** y-o-y growth

### Asset turnover ratio (Times)

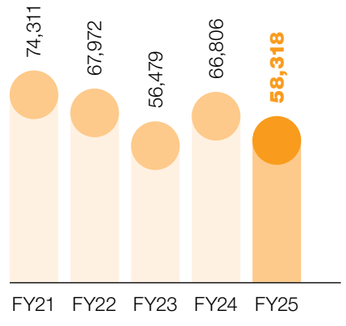



### EPS# (₹)




**1.1%** y-o-y growth

### Market Capitalisation (₹ in Cr)




***On consolidated basis**

#EPS of previous years have been restated due to impact of allotment of Bonus Shares on 25.09.23 in the ratio of 1:5



We believe that excellence on the shop floor translates into trust in the marketplace. Led by this conviction, we have consistently strengthened our manufacturing capability, cementing our reputation as a leader in the global paint industry – India's second-largest, fourth in Asia and seventh worldwide in decorative paints. Our Sandila plant has finally become fully operational during the year with brownfield expansions carried out at some manufacturing units.

# Manufactured Capital

**~1.30 Mn MT**
Total paint capacity

**7,59,877 KL**
Production volume in FY 2024-25

"Our manufacturing expansion strategy is delivering promising results, with major developments across our plants increasing both production capacity and operational efficiency. We have integrated automation, IoT, AI-ML and robotics to enhance productivity while reducing costs. Projects like Sanchayan, Clean to Green, Ushma and Urja Shakti exemplify our commitment to sustainability through innovations and energy-efficient manufacturing processes."

**Rajesh Kumar Tiwari**
Vice President and Group Head - Manufacturing & Engineering

## Material topics impacted

- Air emissions
- Water and wastewater
- Energy
- Waste management
- Material handling
- Sustainable product portfolio
- Process safety
- Economic performance

## Stakeholders impacted

- Customers
- Employees
- Communities
- Suppliers

## Capitals linked

- Financial capital
- Intellectual capital
- Human capital
- Social and relationship capital
- Natural capital

## Strategies linked

- Network expansion
- Focused on innovation
- Sustainable practices

## Manufacturing excellence

We champion continuous improvement in manufacturing by maintaining a sharp focus on quality and efficiency. By diligently identifying areas for enhancement, we implement targeted initiatives that streamline processes and elevate product standards. This ensures that our operations remain agile, effective and aligned with our promise of excellence.

### Core Values

- Innovation
- Commitment
- Customers
- Goals
- Integrity
- Responsibility
- Teamwork



**Every drop counts**

### Project Sanchayan

Launched to enhance manufacturing efficiency, Project Sanchayan focuses on yield optimisation, cost control and eco-conscious practices. Through a replicable three-step model—Identify, Improve, Minimise—we pinpoint losses using advanced monitoring systems and human insights; refining processes with cutting-edge technology and skilled teams; and reducing waste by maximising material recovery and re-using WOW. This initiative not only lowers input and output costs but also significantly curtails our carbon and aqua footprint. LIVE dashboards, automated alerts and real-time corrections enable greater transparency and swift data-driven decisions.

**“Sanchayan, for us, is a bold leap towards operational excellence and sustainability.”**

## Strengthening manufacturing capabilities

The core of manufacturing strategies focusses on optimising processes through automation, digitisation and continuous improvement, by embracing Industry 4.0 and transitioning towards Industry 5.0. We have implemented advanced Human-Machine Interface systems and IoT-driven controls for greater precision and minimise material wastage. This allows us to maintain strict quality standards, marching towards WCM-World Class Manufacturing for ensuring highest level of customer experience.

We continue to strengthen our digital footprint across manufacturing and associated operations through innovative e-platforms like Tableau, Pulse-Pro, e-Kaizen, EAM, e-Calibration, e-Compliance etc.

Project Pulse-Pro has streamlined productivity monitoring across plants by enabling real-time, module-based business line wise calculation and analysis, empowering teams with data-driven insights for decision-making. Complementing this, the E-Kaizen platform has digitised the entire Kaizen lifecycle—capturing ideas, facilitating approvals, and tracking savings—enhancing transparency, collaboration, and replication across units. Together, these initiatives mark a significant leap in Berger’s journey toward an agile, tech-enabled manufacturing ecosystem.

Most of the Key Manufacturing Metrics across our plants are centrally monitored through BI Tableau dashboards and other IIoT platforms. We have deployed high-end robotics to handle repetitive tasks, which has substantially boosted productivity and increased visibility.

Embracing automation has not led to a reduction in employee headcount. Instead, we are fostering a collaborative approach, where automation complements job security. Through an innovative incentive system, we ensure that efficiency gains translate into tangible benefits for our people — reinforcing the human-centric vision of Industry 5.0.

## Our value chain

### Inbound logistics

We follow a streamlined approach to raw material sourcing, procuring essential inputs such as resins, solvents, pigments, additives, and packaging materials with precision. Strategic partnerships with trusted global and domestic suppliers ensure consistent quality, cost efficiency, and sustainable practices. Our warehousing infrastructure is purpose-built to safely store and handle volatile, temperature-sensitive chemicals, in full compliance with the highest safety and regulatory standards.

### Operations

Our manufacturing operations involve advanced batch processing, blending, dispersion, and mixing of components at state-of-the-art facilities. Quality control is deeply embedded at every stage, with rigorous testing for durability, drying time, colour accuracy, and VOC compliance. Embracing Industry 4.0 technologies, we have integrated robotics, IoT, and AI-driven automation to boost efficiency, enhance safety, and minimise waste setting the foundation for a more collaborative and human-centric Industry 5.0 future.

### Outbound logistics

Our expansive distribution network comprising central and regional warehouses, depots, and trusted third-party logistics partners ensures timely and efficient deliveries across the country. We operate a dynamic multi-channel delivery system spanning retail outlets, B2B partnerships, e-commerce platforms, and direct-to-site services. With advanced ERP and logistics software, we enable seamless order fulfilment and real-time tracking to ensure accuracy, transparency, and customer satisfaction.

### After sales service

We offer comprehensive technical support to guide customers on application techniques, surface preparation, and product compatibility for optimal results. Our robust warranty management system ensures swift resolution of product defects through our flagship initiative T24 to address quality-related issues. Through customer relationship management (CRM) initiatives, including loyalty programmes, satisfaction surveys, and grievance redressal, we strengthen long-term relationships and continuously enhance the customer experience.

### Marketing and sales

Our branding strategy integrates mass media, digital campaigns, and influencer collaborations to promote our extensive product range — from decorative to industrial and automotive paints. We foster strong channel engagement through dealer incentives, loyalty programmes, contractor training, and dedicated showroom support. Product innovation remains a key focus, addressing the evolving needs of diverse customer segments.

## Capacity expansion

To successfully cater to the rising market demand and fortify pan-India footprint, we have undertaken significant capacity expansion initiatives across multiple locations. A major brownfield expansion is being executed at Hindupur, Andhra Pradesh with an investment of approximately ₹250 Crore to enhance production capabilities in Southern part of the country. Additionally, capacity enhancements at Puducherry, Jejuri, Rishra and VVN facilities have been successfully completed during the year.

## Embedding sustainability in manufacturing

For us, sustainability is not a standalone initiative; rather, it is deeply integrated in our approach to manufacturing. Our objective is to curb environmental impact while maintaining cost efficiency and operational excellence, thereby enhancing our long-term competitiveness and fulfilling our ESG commitments.

Sustainable practices are an integral part of manufacturing processes at every stage, from resource management to waste reduction. Projects like Sanchayan have now been successfully implemented across our Group companies enabling broader adoption and enhanced efficiency. Project JAL has been instrumental in reducing freshwater intake across manufacturing units by lowering effluent load. This has contributed to improved specific water consumption (SWC) and reduce wastewater treatment cost.

As an extension of this initiative, we undertook a canal revival project in drought-prone Maharashtra, resulting in a water conservation capacity of 56 Lakh litres and actual water savings of 11.24 Lakh litres — supporting local communities and advancing both our CER and ESG objectives. At our Jammu unit, a rainwater harvesting pond has been excavated, which will have a storage potential of 26 Lakh litres of rainwater.

Our Green, Chemical free, biofilter based STP initiative, enables advanced treatment and safe reuse of wastewater for re-use in operations. This has made us one of the pioneers in the industry to implement such a system.

Together, these efforts not only strengthen our water stewardship and operational efficiency but also reinforce our long-term commitment to sustainability amid growing environmental and market challenges.

**Sustainability initiatives**

### Project Urja-Shakti

An initiative aimed at fostering responsible energy consumption across our manufacturing units. The core focus of the project is to reduce Specific Power Consumption (SPC) by optimising operational practices. By promoting awareness and accountability at all levels, Urja Shakti empowers teams to supporting circular economy practices. take ownership of energy-saving opportunities. The project aspires to make power efficiency an integral part of our culture, aligning with our broader goals of sustainability, cost optimisation, and operational excellence.

### Clean to Green initiative

Implemented a solvent recovery system that distils used solvents from machine cleaning. Most of the recovered solvent is now reused within our operations or safely repurposed, significantly reducing hazardous waste, lowering carbon emissions, and supporting circular economy practices.

### Project Utthan and Harmony R

Focus on process optimisation, reducing cycle times and energy consumption while harmonising operations across facilities for higher productivity.

### Project Ushma

Aims to eliminate dependency on fossil fuels by transitioning from fossil fuel-based process heating systems to biomass based solid green fuel alternatives, thereby enhancing cost efficiency while promoting sustainable practices.

## Digitisation journey in manufacturing

As part of our drive towards operational excellence and quality leadership, we have undertaken a focused digitisation journey in our manufacturing function. This transformation has led to measurable improvements in quality management, data visibility, and supplier collaboration. Key initiatives include:

### 1 QC statistics in Tableau

**Objective:**

To ensure data-driven decision-making in quality control.

**Implementation:**

Quality control data is now visualised using Tableau dashboards, offering real-time insights into process parameters and trends.

**Impact:**

- Improved visibility across plants and product lines.
- Faster identification of in process variations.
- Comprehensive root cause analysis using historical data patterns to predict failures.

### 2 Daily Quality Audits and Near-Miss Reporting

**Objective:**

Prevent potential quality issues before they result in customer complaints.

**Implementation:**

Daily digital audits now capture and highlight near-miss in quality that were identified and resolved before reaching the customer.

**Impact:**

- Reduced external complaints.
- Created a culture of proactive quality control.
- Strengthened continuous improvement.

### 3 Live RM/PM Non-Conformity Tracking in Oracle

**Objective:**

Streamline raw and packaging material quality monitoring and vendor collaboration.

**Implementation:**

A live module in Oracle enables automatic generation of non-conformance reports, coupled with a dashboard for tracking Corrective and Preventive Actions (CAPA) with suppliers.

**Impact:**

- Reduced manual effort and turnaround time in quality reporting.
- Enhanced accountability and transparency with reduced subjectivity in vendor quality management.
- Improved supplier performance through structured RCA and CAPA tracking.

## Logistics

Maintaining efficient logistics is essential for ensuring timely, cost-effective deliveries while adhering to high service standards. By optimising our dispatch systems and warehouse operations, we have reduced delays, enhanced visibility and improved overall customer satisfaction. To further streamline outward dispatches, we are currently upgrading our older warehouses with advanced automation technologies, including guided vehicles and state-of-the-art Warehouse Management Systems (WMS), with end-to-end scanning for greater accuracy. Additionally, a 'black box' automation framework has been introduced to manage key tasks with minimal manual intervention.

All logistics operations are now interconnected and monitored through a centralised dashboard, providing complete visibility and control across our logistics network. We are also implementing a primary and secondary logistics automation platform to digitise and streamline our procure-to-pay process. Transporters are evaluated using a quotation-based ranking system, which helps ensure efficiency and compliance with our Company's specific requirements.

## Backward integration

We are pursuing initiatives aimed at reducing costs by localising the production of several critical raw materials. Some of these include the in-house development of key components such as binders and thickeners. Various other essential additives have been successfully synthesised in-house this year, further strengthening our self-reliance and operational efficiency.

### Driving sustainability, one sheet at a time

To minimise transit damage during paint deliveries, MDF boards and wooden ply were traditionally used but they offered limited strength, single-use lifespan, and poor environmental outcomes. Embracing a greener alternative, we've adopted reusable polypropylene (PP) sheets, a durable, cost-effective solution that can be reused at least seven times and fully recycled thereafter. The process is seamless: PP sheets travel from factory to depot, are stored after use, and returned via transporters for further dispatch. It is a practical step towards a cleaner, more circular future.

## Procurement

Sustainable and efficient procurement is a key driver that balances environmental stewardship with long-term cost effectiveness. By making thoughtful choices in sourcing and packaging, we are ensuring regulatory compliance and alignment with ESG goals, while also unlocking value through resource efficiency.

We have made several material-side interventions, including new product development, strategic vendor onboarding and resource optimisation. As part of a conscious effort to reduce environmental impact, we have significantly minimised plastic usage in packaging. At present, around 30% of our plastic is recyclable, and we have plans to further increase this percentage in the near future.

Additionally, we have achieved a 15% reduction in the weight of metal drums and a 7% reduction in tin containers. These measures have contributed to pricing efficiency and strengthened our ESG positioning. The containers, procured as part of our packaging supply chain, reflect our dual focus on sustainability and smart procurement practices that promote business continuity and environmental responsibility.

## Supply chain

In a competitive and rapidly evolving industry, building an agile, cost-efficient and tech-enabled supply chain is crucial for meeting market demand and improving customer responsiveness. We continuously refine our logistics and supply chain operations to keep pace with the increasing number of SKUs, shifting customer preferences and evolving sustainability norms. This approach ensures our products are available where and when they are needed, all while maintaining optimal costs.

To enable informed decision-making and foster organisational transparency, we have adopted latest Business Intelligence (BI) tools, enabling seamless data dissemination and accessibility. Integrated with Oracle ERP Fusion, this ecosystem supports smarter, real-time planning across all functions. Additionally, initiatives such as reverse auctioning for projects and planning-level interventions have strengthened our cost control measures, even as our SKU count expands. Together, these efforts reaffirm our focus on building a leaner, greener and smarter supply chain.

## Digitalising our supply chain

Constantly revisiting our supply chain helps improve responsiveness, visibility and efficiency across our operations. This ongoing evaluation has enabled us to implement data-driven decision-making, reduce waste and ensure timely deliveries - factors that are critical for maintaining our competitive edge.

To transform our supply chain operations, we are also embracing several digital solutions. While GPS tracking is selectively used for intermediate tankers due to the non-perishable nature of our goods, we extensively leverage advanced supply chain planning systems to optimise forecasting and distribution. The integration of AI-powered and machine learning algorithms has significantly improved our forecasting accuracy and supply planning capabilities.

These intelligent systems rely on a combination of linear and heuristic solvers, helping us make dynamic, real-time decisions across our supply network. Over the past three years, these digital interventions have delivered tangible results, such as reducing finished goods coverage by several days and achieving over 95% fulfilment for top-performing SKUs, while minimising stockouts. We are constantly experimenting and innovating to further future-proof our supply chain, driving even greater efficiency and service excellence.



### Derisking our supply chain

As we operate in an increasingly uncertain global landscape, derisking our supply chain is essential for maintaining operational continuity, reducing dependence and ensuring cost-effective sourcing. It not only helps us hedge against geopolitical and market disruptions but also contributes to long-term business resilience and sustainability.

By diversifying across both geographic locations and our supplier base, we have worked to ensure that we are not overly reliant on any single country. Furthermore, we have established strong backup arrangements for key raw materials, covering over 95% of our critical inputs. Our vendor database is constantly expanding, thereby reflecting our ongoing commitment to resilient sourcing.

Aligned with the 'Make in India' initiative, we have transitioned to procuring locally manufactured products, including formerly imported solvents such as xylene and toluene. This shift has provided us with greater flexibility and reduced exposure to international volatility, including anti-dumping duties. We have also adopted multi-modal transport solutions and encourage our suppliers to do the same, leveraging railways wherever possible to reduce our carbon footprint. These comprehensive efforts form the backbone of a derisked, efficient and environmentally conscious supply chain.

## Key projects undertaken during FY 2024-25

**New Corporate Headquarters inaugurated**

During the year under review, our Company's new state-of-the-art Corporate Office at Newtown, Kolkata, featuring modern amenities and a futuristic design, was inaugurated and occupied.

**Capacity expansion across multiple locations**

Brownfield expansion was undertaken at our Company's Jejuri Plant for automotive and industrial paints. Automated filling machines were installed, and the warehouse at the Puducherry Plant was revamped to enhance serviceability. Additionally, brownfield expansion was carried out at the Hindupur Plant (BNPA) for CED resin and paste.

**New subsidiary plant nearing completion**

Construction of the new plant for our Company's wholly owned subsidiary, SBL Specialty Coatings Private Ltd., at Lalru, Punjab, for speciality industrial coatings, is nearing completion and is expected to be fully commissioned in FY 2025–26.

**Sustainable energy through rooftop solar**

Rooftop solar power plants have been installed at nearly all our plants in compliance with state norms. This year, our Company further installed a rooftop solar plant at its new Head Office in Newtown, Kolkata. All commissioned solar plants have exceeded the savings estimated during the design stage.

**Expansion of Hindupur facility**

Our Company has initiated a brownfield expansion to manufacture solvent-based decorative paints, industrial paints, wood coatings, along with intermediates such as resins at its existing Hindupur, Andhra Pradesh plant. Construction has commenced following receipt of statutory approvals, with commissioning planned in FY 2025–26.

**New project at Panagarh, West Bengal**

Our Company acquired land at Panagarh, Paschim Bardhaman District, West Bengal, from the West Bengal Industrial Development Corporation Limited (WBIDC), to set up a manufacturing unit for water-based paints, industrial paints, and resins. Statutory approvals are in progress, and execution will begin thereafter. The project is slated for commissioning in FY 2026–27.

**Proposed expansion in Odisha**

Our Company is in the process of acquiring a large land parcel at Mouza Kalibeti, within the Khordha Tahasil district of Khordha, Odisha, from the Odisha Industrial Infrastructure Development Corporation, to set up a manufacturing unit for water-based paints, solvent-based decorative paints, industrial paints, and intermediates such as resins and emulsions. The process of obtaining statutory approvals for the factory will commence shortly.



We prioritise consistent product innovation to sustain our leadership in the highly competitive paints and coatings industry. Driven by cutting-edge research and a deep understanding of customers' needs, we are working to create a range of products that remain relevant and differentiated. From using graphene to enhance durability to building cyber-resilient systems behind the scenes, our innovation-first approach delivers top tier performance.







# Intellectual Capital

**94**
**R&D personnel**

We are constantly evolving, driving product innovation from pioneering eco-conscious formulations to harnessing the power of digital intelligence. Our focus on R&D, sustainability and technology enables us to deliver superior products and experiences that are responsive, secure and intelligent, thereby keeping our stakeholders at the heart of all we do."

**Tapan Kumar Dhar**
Senior Vice President &
Group Head – R&D

### Material topics impacted
- Material handling
- Product innovation and stewardship
- Innovation and R&D
- Economic performance

### Stakeholders impacted
- Customers
- Employees
- Suppliers

### Capitals linked
- Financial capital
- Manufactured capital
- Human capital
- Social and relationship capital
- Natural capital

### Strategies linked
- Focused on innovation
- Sustainable practices












We have been recognised and have won awards at the Indian Paint Association (IPA) Conference - Technical Paper Contest at the IPA Conference, 2025. This reflects high quality of R&D in the area of Paints & Coatings.

## Innovation at Berger Paints

We are exploring nanotechnology to synthesise certain materials to extend durability while reducing our carbon footprint. Furthermore, in response to paints being increasingly categorised as hazardous, we are integrating biomaterials. By leveraging cutting-edge advancements in decorative products, we are developing high-performing colours with lower VOC emissions.

## Research and Development (R&D)

This year, we have upgraded our R&D centre by installing a couple of new machines and expanding our workforce. We have also implemented an in-house fireproof paint testing equipment to enhance our offerings. Expansion plans are underway within our own premises to support our future growth. Our R&D teams continue to refine existing paint formulations to achieve lower VOC levels and reduce solvent use.

### Focus on sustainability

With growing environmental awareness, enhancing the sustainability quotient of our products is now more critical than ever. As higher levels of Titanium Dioxide can increase the carbon footprint, we work to improve longevity, performance and durability which are key drivers of more sustainable outcomes. We are also incorporating natural materials into our formulations and have developed systems that enable the reuse of these materials, thereby advancing our sustainability goals.

## Partnerships and associations

We drive product innovation through collaborations with renowned institutions. At present, we are developing raw materials in partnership with Ramakrishna Mission Vidyalaya and working with IIT Kharagpur on enhancing product durability. Additionally, we have established technological collaborations with government laboratory, and are exploring opportunities to acquire advanced technologies to further strengthen our capabilities.

## Product development

Understanding the gaps in customers' needs versus product availability, we strive to create products that align with their preferences and address their pain points. Our approach to this end, involves drawing insights from customer specifications and conducting joint trials across different regions of India. This enables us to launch new products across various business segments, while also exploring complementary offerings. We also have a team developing and rigorously testing new materials for optimal performance in paint formulations. Product diversification remains one of our major focus areas for ensuring our sustained leadership in the paints industry.

### Customer-centric innovation

We meticulously monitor changing consumer preferences and adapt accordingly. By tailoring new products to meet emerging needs, we ensure maximum relevance and value for our customers. This customer-first approach informs our innovation pipeline, making our products closely aligned with what our customers truly require.

## Information technology

Precision, supply chain coordination and customer engagement are central to how we operate. To support these priorities, we have implemented a robust IT framework that helps ensure operational agility and seamless service delivery. Recognising the significance of digitalisation, we have embarked on our digital transformation journey, which is guided by four pillars including revenue growth, process automation, information security and cost optimisation. In line with this, we have rolled out numerous initiatives across our offices and manufacturing facilities.

### Pillars

- Information security
- Revenue growth
- Cost optimisation
- Process automation

## Smart warehousing with Warehouse Management System (WMS)

The adoption of cutting-edge technology has streamlined our inventory and logistics operations. By implementing WMS across nine factories and 91 warehouses - we have achieved improved operational efficiency, accuracy and transparency. Seamless integration with Oracle, the use of robotic arms for palletisation and automated storage and retrieval systems (ASRS) have optimised dispatches and inventory management at our factories and depots. Furthermore, QR code tracking has enabled near-total automation and real-time inventory visibility. This forward-thinking approach has strengthened our ability to efficiently meet demand while enhancing logistics management across the board.

## Cybersecurity

As digital threats become increasingly sophisticated, ensuring cybersecurity is vital for safeguarding operations, protecting sensitive data and preserving stakeholder confidence. We continue to bolster our defences by strengthening both our preventive and reactive cyber strategies to better manage risks and ensure business continuity. Over the past year, we have launched several initiatives to fortify our cybersecurity framework. We implemented a Managed Detection and Response (MDR) system that actively protects all user endpoints, including Servers in our DC (Data Centres) and user laptops. Our advanced email security solutions, coupled with the deployment of a 'Zero Trust Network' equipped with AI-driven anomaly detection, have further enhanced our ability to detect and neutralise threats in real-time and strengthen our security landscape.

Our IT infrastructure follows a hybrid model. While certain applications are securely managed in our in-house DC, mission-critical systems, including our ERP and supply chain solutions are hosted on the cloud. This hybrid approach offers the flexibility, scalability and resilience required to support our dynamic business needs.

**Zero**

Cyber-attacks in FY 2024-25

### "Building, a robust cyber resilience framework

With the increasing digitisation of manufacturing processes, supply chains and customer interfaces, creating a robust framework has become a critical priority for us. To this end, we have developed a cyber defence grid that identifies our most significant threat vectors and outlines tailored mitigation strategies for each. This focused, structured approach enables us to address high impact risks, strengthening both our resilience and our ability to respond to threats. We have implemented robust, targeted solutions to shield against malware and phishing attempts."

**Partha Protim Mondal**
Chief Information Officer - IT

## Digitisation

Over the years, we have integrated digital solutions across our Company, constantly upgrading both systems and processes. This digital transformation has been key to our evolution, enabling us to leverage business intelligence, analytics and diverse applications, driving us towards becoming a more technology-driven organisation.

## Digitising our operations

We are implementing cutting-edge digital initiatives to enhance speed, precision and efficiency. Our Warehouse Management System (WMS), now active in 85 out of 130+ warehouses, enables real-time tracking of 10,000+ SKUs through scannable, device-based guidance. Collaborating with a smart logistics partner, we have digitised our delivery processes, incorporating features such as milk-run optimisation, live tracking, geo-tagging and instant dealer updates. Additionally, we are implementing a unified platform to onboard and manage transporters across our ecosystem through another reputed software.

## Smarter billing solutions

We have rolled out a cutting-edge Point-of-Sale (POS) solution that integrates directly with dealers' personal accounting software. This digital transformation empowers dealers with a unified account view, eliminates redundant data entry, and boosts efficiency through real-time data synchronisation. This has led to improved accuracy, better decision-making, enhanced convenience and greater satisfaction. By streamlining operations and ensuring data integrity, this initiative strengthens our dealer network and drives smarter, more reliable business outcomes for all.

### Creating a digital ecosystem for our channel partners

Over time, we have developed around 40+ mobility solutions and web portals to enhance our digital ecosystem. These tools empower our salesforce, dealers, distributors and contractors with real-time transaction data, loyalty programme updates and the latest products, technology and scheme information, streamlining business interactions with our Company.

### Business intelligence and analytics

We have integrated business analytics tools to extract valuable insights from diverse sources, thereby improving our decision-making. Our in-house IT team has crafted customised dashboards, offering valuable insights and precise data interpretation. Using Tableau, a powerful data visualisation tool, we connect multiple data sources, create engaging dashboards and ensure robust security and governance for undertaking informed business intelligence analysis.

### Enhancing accessibility through automated systems

We have launched several in-house initiatives to enhance the transparency and accessibility of our data and documentation. A key step in this regard has been the implementation of a Document Management System, where we have consolidated all master documents into a single, centralised repository using Microsoft SharePoint. This system is tightly integrated with Oracle, which manages our transactional documents, including supplier invoices. We have also adopted advanced digital solutions for secondary freight management along with other solutions to streamline our operations.

For over a century now, we have continued to promote an enriching and fulfilling organisational culture – one where innovation, accountability, customer orientation, ethics, integrity and respect are values that are lived every day. We empower our teams with the freedom to grow, the flexibility to excel and the recognition they deserve. To foster an environment where talent is celebrated and leadership is shaped at every level, we encourage ongoing talent development and strengthen employee engagement.

# *Human* Capital

**4,760**
Permanent employees

**17,229**
Training hours

**₹28.81 Cr**
Safety CAPEX

## Material topics impacted

- Labour management and relations
- Process safety
- Employee education and training
- Talent acquisition and employee engagement
- Economic performance

## Stakeholders impacted

- Employees
- Communities

## Capitals linked

- Financial capital
- Manufactured capital
- Intellectual capital
- Social and relationship capital

## Strategies linked

- Focused on innovation
- Sustainable practices

Our vibrant work culture is built on trust and mutual respect, and we take great pride in continuously nurturing and refining it. By staying true to our core values, we have established open communication channels across the organisation, facilitating quick, effective problem-solving at every level. Our culture celebrates diversity and inclusivity, empowering employees to share their unique perspectives and ideas."

**Ranjan Banerjee**
Group Head - Human Resources

## Organisational culture

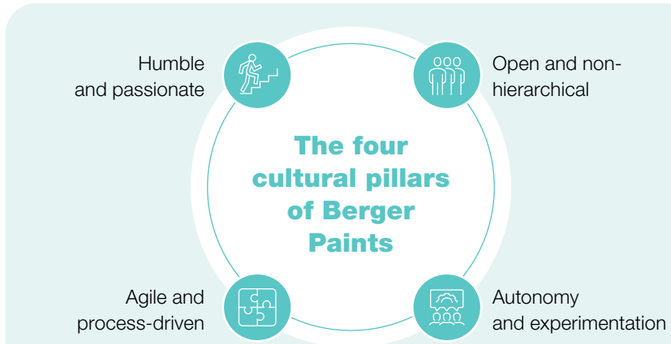
At Berger Paints, our employees remain the cornerstone of our success. They are the driving force behind our pursuit of innovation, operational excellence, and sustainable growth. Guided by our core values — Accountability, Customer Orientation, Ethics, Integrity, Trust, and Respect — we strive to build an inclusive and future-ready workplace where every employee feels valued, empowered, and inspired to contribute meaningfully.




## Capability building and leadership development

In FY 2024–25, Berger Paints continued to invest significantly in talent development, leadership readiness, and functional capability building.

- The Market Acumen Readiness Certification (MARC) was institutionalised as a mandatory two-month onboarding programme for new Sales Trainees, integrating classroom training, buddy-supported field immersion, and defined KRA-based independent work. Final certification is based on rigorous assessment and Regional Head feedback, ensuring early field readiness.
- We launched the Berger Academy, a digital learning ecosystem hosted on Oracle HCM LMS. Employees can now access curated role-specific functional modules, compliance training, and developmental content via LinkedIn Learning—promoting self-paced learning and growth at scale.
- Our TOPGUN initiative, targeted at Key Talent identified through the Annual Succession Planning and Talent Review process, continued to provide exposure to business-critical cross-functional projects, strategic mentoring by senior leadership (Dronacharyas), and experiential learning interventions.
- A new Young Talent Management Programme was introduced to strengthen managerial readiness and people leadership skills among emerging leaders stepping into first-time managerial roles.




## Employee engagement and recognition

We strengthened engagement through increased leadership connect, real-time recognition, and inclusive celebrations.

- MD & CEO communications, Townhall were held regularly across locations to share strategic updates, recognise high performers, and reinforce transparency.
- The Spotlight Awards for top Retail Sales performers and Long Service Awards for 15, 20, and 25 years of service celebrated individual dedication and sustained contribution.
- Function-specific Reward & Recognition platforms were institutionalised during key forums such as the RSM Meet, Depot Managers' Meet, Distribution Meet, and BD Meet enabling timely and relevant appreciation for performance excellence.

### Talent acquisition and campus engagement

Our talent acquisition strategy remained focused on building a robust early talent pipeline and enhancing regional relevance in hiring.

- Flagship campus programmes such as FLAME (Future Leaders Acceleration & Management Excellence), IGNITE (Summer Internship Programme), and structured hiring through GET and Sales Trainee programmes continued to serve as key channels for fresh talent infusion.
- The newly introduced Berger–IMI Programme offered a job-guaranteed 12-months journey, comprising 6 months of classroom learning and 6 months of on-the-job experience, aimed at ensuring job readiness from day one.
- We expanded targeted outreach to regional colleges for frontline sales hiring, especially in upcountry territories, to deepen local connections and improve retention.

### Diversity, Equity and Inclusion (DE&I)

We continued to champion a culture of inclusion and equity across the organisation.

- Our Stree Shakti initiative remained central to advancing gender diversity, with women employees increasingly represented across manufacturing units and mid-to-senior management functions in Finance, HR, R&D, and Marketing.
- Fair, transparent, and merit-based practices were reinforced across recruitment, internal movements, and career development.
- Ongoing efforts to review and align policies with equity goals further strengthened our DE&I foundation.

### Stree Shakti - A women empowerment initiative

Women's empowerment is essential to building an equitable and progressive society. In India, the push for greater gender inclusion holds urgency, especially in industries historically not dominated by women, specially in paints and coatings. Over time, this landscape is changing. The entry of women into core operations, research, Quality and leadership roles is beginning to redefine the structure and culture of the industry.

Our Company has been a key driver of this transformation. Through conscious efforts to create inclusive opportunities, we have enabled women to take on roles across production, quality assurance, human resources, and innovation. They are actively influencing how products are developed, how teams are led, and how businesses respond to changing customer needs.

Women leaders at Berger are also shaping a more empathetic and collaborative work culture. Their success stories offer a compelling narrative of endless possibilities.




> "It's not about making women strong, they already are, it's all about changing the way the world perceives that strength."
>
> **Rajesh Kumar Tiwari**
> Vice President & Group Head – Manufacturing & Engineering

## Digital HR transformation

A key milestone in FY 2024–25 was the successful transition from Darwinbox to Oracle HCM, enabling a seamless, intelligent, and unified HR experience.

- All core modules—Employee Lifecycle Management, Performance Management, Learning Management, Recruitment, Onboarding, Succession Planning, and Analytics—were fully automated and integrated.
- The transformation empowered employees and managers with enhanced self-service capabilities and real-time dashboards for data-driven decision-making, significantly improving process efficiency and user experience.

## Industrial relations and workforce strength

The industrial relations climate across all units remained peaceful and constructive throughout the year.

As of March 31st, 2025, the total employee strength stood at 4,760, compared to 4,445 as of March 31st, 2024, reflecting sustained growth aligned with our expanding operations.

## Looking ahead

As we move forward, we remain steadfast in our commitment to creating a purpose-driven, performance-led, and people-centric organisation. With a talented and passionate workforce, robust leadership development practices, and future-focused HR systems, Berger Paints is well-positioned to deliver long-term value to all stakeholders.



## Employee health and safety initiatives

We place the highest importance on the health, safety, and overall well-being of employees. A wide range of proactive measures and modern technologies have been implemented to ensure a safe, clean, and supportive working environment. Key initiatives include:

### Periodic medical check-ups

All employees undergo regular health screenings to ensure early identification of potential health issues and to promote ongoing wellness.

### Clean water, clean air, and noise-free environment

The facility ensures access to clean drinking water and maintains high air quality through effective ventilation and filtration systems. Additionally, operations are designed to minimise noise, creating a comfortable and healthy workspace.

### Greenbelt surroundings

Each unit is surrounded by a well-developed greenbelt, serving as a natural buffer that helps reduce pollution, enhances environmental quality, and promotes a serene work environment.

### Safe and automated manufacturing processes

#### Closed-loop charging system with DCS controls

The manufacturing of finished goods is largely automated through closed-loop material charging systems managed by Distributed Control Systems (DCS), reducing manual exposure and enhancing process safety.

#### Automated handling and storage

Finished goods are managed using automatic filling machines, robotic palletisation, and storage in Automated Storage and Retrieval Systems (ASRS), which minimises manual handling and significantly improves workplace safety.

#### Fugitive emission control

Advanced systems are in place to monitor and control fugitive emissions, contributing to a cleaner environment inside and around the plant.

#### Advanced fire detection and protection systems

Our plants are equipped with modern fire detection and suppression systems. These systems are continuously monitored in real-time and operated through PLC (Programmable Logic Controller) and SCADA (Supervisory Control and Data Acquisition) systems for fast and accurate response in case of emergencies.

### Employee wellness programmes

#### Health management sessions

Regular sessions are organised with professional experts for personal health counselling.

#### Yoga and wellness activities

Yoga sessions and mindfulness activities are conducted to promote physical and mental well-being.

#### Happy Saturday initiatives

Recreational activities and events are held to foster a positive, engaging, stress-free workplace culture and energised employee on Monday.

These initiatives reflect our continuous commitment to building a safe, healthy, and motivating work environment where our employees can thrive both professionally and personally.



## Driving safety through behavioural change

We have adopted a proactive strategy to strengthen our safety culture through the launch of the Power to Stop initiative — a behavioural safety programme that empowers every individual to take responsibility for safety. This initiative encourages employees to act decisively by giving them the authority to pause their own work or intervene in others' activities if they identify any potential hazards.

Power to Stop goes beyond standard safety procedures, introducing a structured five-step approach: Detect, Stop, Discuss, Correct, Restart. This clear framework enables team members to respond quickly and confidently to unsafe situations.

By formally authorising individuals to halt unsafe work, we have fostered a culture rooted in accountability, awareness, and mutual care. This shared sense of responsibility has led to a significant improvement in operational safety throughout our Company.

## Enhancing safety reporting through digital accessibility

As part of our commitment to incident prevention, we transformed our online Near Miss Reporting system to a more user-friendly up to date online platform on SharePoint. This transition addressed previous challenges, including access related issues, clarity on processes etc., which were probably the reasons of low engagement.

By simplifying the interface and extending access to all employees, we've made reporting faster, easier, and more transparent. This has led to a clearer distinction between unsafe actions and unsafe conditions, resulting in a 1.8-fold increase in near-miss reporting.

The upgraded system has not only improved data collection but also fostered greater employee involvement and helped embedding a culture of proactive safety throughout our Company.

## Initiatives undertaken to improve safety at our plants

### Immersive learning through danger experience labs

Recognising that people connect best with hands-on learning, we have established in-house Danger Experience Labs at each of our plants. These unique, interactive spaces are inspired by applied science museums and are designed to simulate high-risk scenarios — such as static generation from prototype machines — in a controlled and safe environment.

Through guided group sessions, employees engage directly with prototype equipment, gaining first-hand experience and a deeper understanding of potential hazards. This immersive approach to safety training not only reinforces awareness but also empowers employees to respond more effectively to real-world risks.



### Construction safety manual

We have introduced a comprehensive Construction Safety Manual for the group, outlining the key Environment, Health, and Safety (EHS) requirements of Berger Paints. These requirements set clear expectations for all contractors, subcontractors, and affiliated agencies involved in any greenfield or brownfield construction projects.

The purpose of this manual is to ensure that all contractors and subcontractors implement adequate precautions to prevent accidents, occupational illnesses, and other health hazards throughout the construction process. It defines the legal, statutory and safety responsibilities and collaboration among Berger Paints and its contractors, detailing the essential procedures contractors must follow to manage site and peoples safety effectively while working with the Berger as a group.

This manual serves as a foundational framework and as a guiding document, ensuring all activities are conducted in a safe, compliant, and standardised manner.



### EHS Rolling Trophy

We have introduced the EHS Rolling Trophy, a quarterly rolling safety award that fosters a robust safety culture across our Company. Based on specific KPIs, this trophy is awarded to the plant that demonstrates the highest safety performance in that particular calendar quarter. This initiative encourages healthy competition and drives continuous improvement, helping to embed a strong culture of environment, health and safety throughout all our manufacturing sites.







### Introduction to the Standard Amenity Manual for sales depots

When establishing a sales office cum depot, whether it is a new setup or relocating from an existing site—it is crucial to adhere not only to commercial and legal requirements but also to our Company's Environment, Health, and Safety (EHS) standards and other compliance protocols. To reflect updated policies and current needs, the Standard Amenity Manual has been revised to ensure that all depots meet the necessary safety standards and regulatory requirements.

### Virtual reality training for enhanced industrial safety

We are pioneering the use of Virtual Reality (VR) technology to elevate industrial safety training. Through immersive 3D simulations, employees can safely engage in realistic scenarios that develop skills in hazard recognition, machinery operation, emergency response, and safety protocol adherence.

This hands-on, interactive training provides an effective alternative to traditional methods, allowing workers to learn through experience without exposure to actual risks. Our current VR modules focus on Firefighting, Working at Heights, and Confined Space Entry, reinforcing safety competence and preparedness across all levels of our Company.

### Safety stars

We recognise outstanding employees across all manufacturing units who demonstrate exceptional contributions to EHS excellence. This includes reporting the highest number of leading indicators, exhibiting exemplary safe behaviour on the shop floor, actively participating in EHS-related activities, proposing innovative EHS Kaizens, and offering valuable environment, health and safety suggestions.

Deserving employees are awarded small stars as tokens of appreciation on each of the occasions, and those who accumulate the highest number of stars receive special recognition and rewards.





### Redefining engineering controls in forklift safety

In addition to anti-collision lights, speed governors, and reverse alarms, we have implemented a Biometric Based Start system for forklifts. This advanced safety and access control technology integrates biometric authentication—such as fingerprint recognition—into the forklift's ignition system. As a result, only authorised, trained, and certified operators can start and operate the equipment, enhancing overall safety and preventing unauthorised use.



## Health and safety processes

### Hazard identification and assessment

We regularly assess processes, equipment and environments to detect potential hazards. Using Job Safety Analysis (JSA), we prevent accidents, ensuring a safer workplace for our people.

### Performance metrics

We monitor OHS performance through key metrics like injury rates, lost-time incidents and near misses. These insights help evaluate programme effectiveness, spotlight gaps and drive continuous improvements in workplace safety.

### Reporting and investigation

We have set clear procedures for reporting accidents, near misses and safety incidents. Each case is thoroughly investigated to uncover root causes and strengthen safety measures for a more secure workplace.

### Committees and employee involvement

We have formed joint safety committees, comprising managers and employees, to champion a culture of safety. Monthly meetings drive collaboration, encourage involvement and ensure continuous improvement in safety planning and practices.

### Inspection and audits

Regular safety audits and inspections carried out by internal and external experts help us uphold regulations, identify gaps and refine safety practices, fostering a compliant, proactive and secure work environment.

### Training and education

We offer continuous safety training to boost hazard awareness and promote safe practices, covering everything from PPE use and emergency protocols to ergonomics and risk recognition across our workplace.

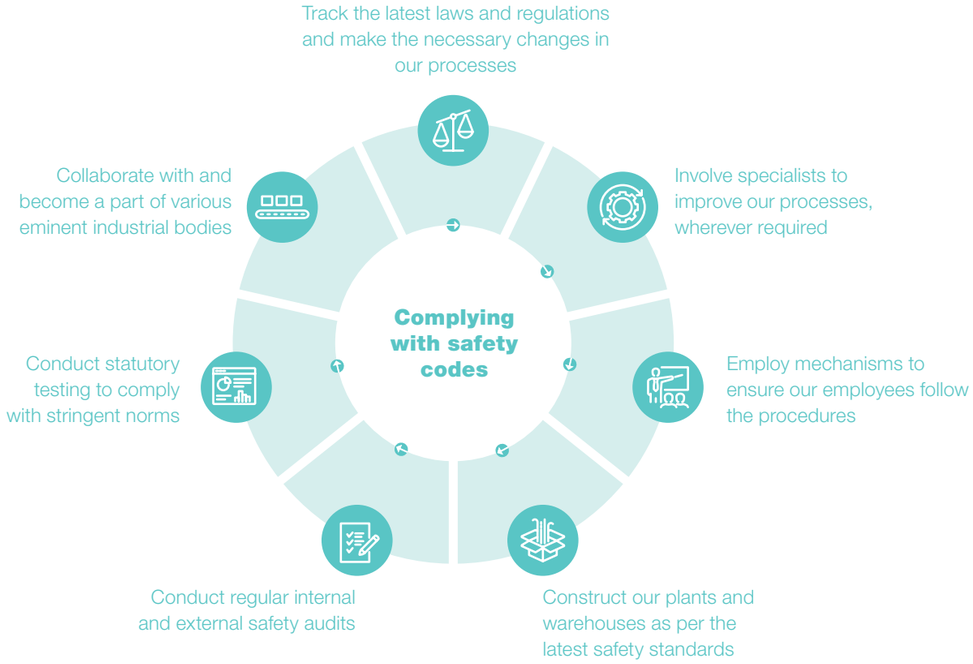
### Safety and data monitoring

We track workplace data to spot trends and risks early, enabling swift safety interventions. We also ensure full compliance with air and water standards through rigorous testing and analysis.

### Surveillance programmes

We run robust health surveillance programmes, covering routine and specialised check-ups, exposure monitoring and workplace assessments to detect early signs of occupational illnesses and safeguard employee well-being right from the outset.





What has remained consistent in our century-long journey is a steadfast commitment to enriching lives and forging enduring bonds with our stakeholders. We prioritise building trust and value through every touchpoint, from expanding our reach with a wide distribution nationwide to introducing innovative products and launching impactful campaigns that resonate well beyond the marketplace. By listening closely to the needs of those we serve and collaborate with, we aim to deliver exceptional service and sustainable value.

# Social and relationship Capital

**₹23.9 Cr**
CSR expenditure

**1,22,897**
CSR beneficiaries

**129**
New suppliers

### Material topics impacted
- Supply chain sustainability
- Business ethics, compliance and transparency
- Economic performance

### Stakeholders impacted
- Customers
- Employees
- Communities
- Suppliers
- Regulatory bodies
- Influencers

### Capitals linked
- Financial capital
- Manufactured capital
- Intellectual capital
- Human capital
- Natural capital

### Strategies linked
- Network expansion
- Sustainable practices

“This year, we intensified our focus on India’s urban areas, driving robust market expansion and strengthening our presence in regions where growth opportunities are surging. In our endeavour to support local communities, we conducted the iTrain programme, in collaboration with the Smile Foundation. This initiative has delivered impressive results by empowering individuals with new skills and creating a meaningful impact in the communities we serve.”

**K. K. Sai**
Executive Vice President – Retail (Sales & Marketing)

## Customers

From product development to marketing strategy, customers inspire everything we do. Our primary focus remains on deepening distribution reach across the country, ensuring that we are closer to our customers than ever before. This proximity enables us to deliver better service and drive higher revenues. By consistently offering innovative products and services, we capitalise on the success of proven offerings that have delivered strong results.

We continue to invest in boosting brand visibility and sales. Our brand ambassador, Mr. Pankaj Tripathi, has endorsed products like WeatherCoat and Anti Dustt, with regionally dubbed advertisements to strengthen our connect across southern states. Campaigns for Silk Glamour and Roof Coolant which offer both waterproofing and heat-reduction benefits have also gained significant traction, especially in the Northeast.

Urban expansion has now become a strategic priority, particularly in the areas where our presence has been limited. A dedicated sales force is in place to serve both dealer and influencer markets in these regions. With targeted marketing, new product launches and robust advertisement campaigns, we are poised to engage urban audiences more effectively in the years ahead.

### Our D2C initiatives

We have made significant strides in the D2C painting sector, led by initiatives like our Express Painting service and a premium product range have established us as industry leaders. By prioritising operational excellence and innovation, we have launched company-operated stores, revolutionising the retail experience and elevating overall customer satisfaction.

### Bringing colours to life via 'MyColour application'

To better engage with our customers, we have embraced next-generation technology that transforms the painting journey. By using artificial intelligence, we now offer consumers the ability to simulate various colour combinations on their own homes, helping them visualise the final look before painting even begins.

Our MyColour application empowers both customers and dealers with an intuitive platform to explore ideas, address concerns and simplify the colour selection process by making it an invaluable tool in delivering a seamless and personalised painting experience.

**Applications**

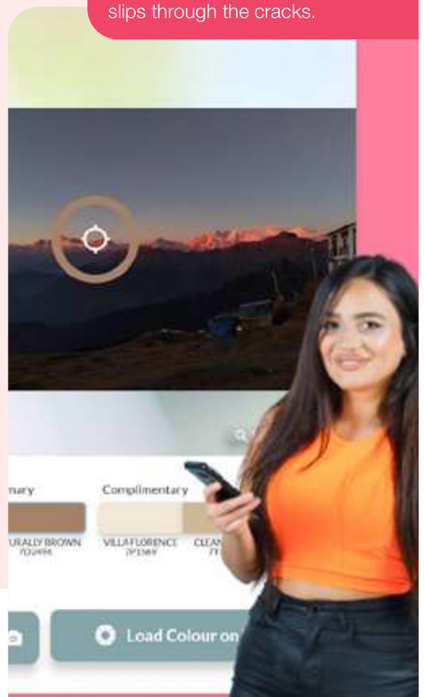
- AI-based colour visualiser
- Colour picker
- Colour recommendation
- Colour personalisation
- Digital fandeck

**3 lakh+**
Total users

**5.32 minutes**
Average engagement time per user per session

**SIS walk-in chatbot**

Our newly launched SIS walk-in chatbot offers a centralised platform for store/SIS Dealers and sales executives to seamlessly log walk-in customer details. This smart solution enhances our ability to track, capture and convert leads, whether for home or project painting, ensuring no opportunity slips through the cracks.




### Resolving customer complaint

We have an effective customer grievance mechanism in place to address all issues promptly.

| Complaint lodged | Engaging with the customer | Resolving the complaint | Feedback |
|---|---|---|---|
| 1 days | 2-3 days | 9-10 days | 1-2 days |

### Our focus on our customers

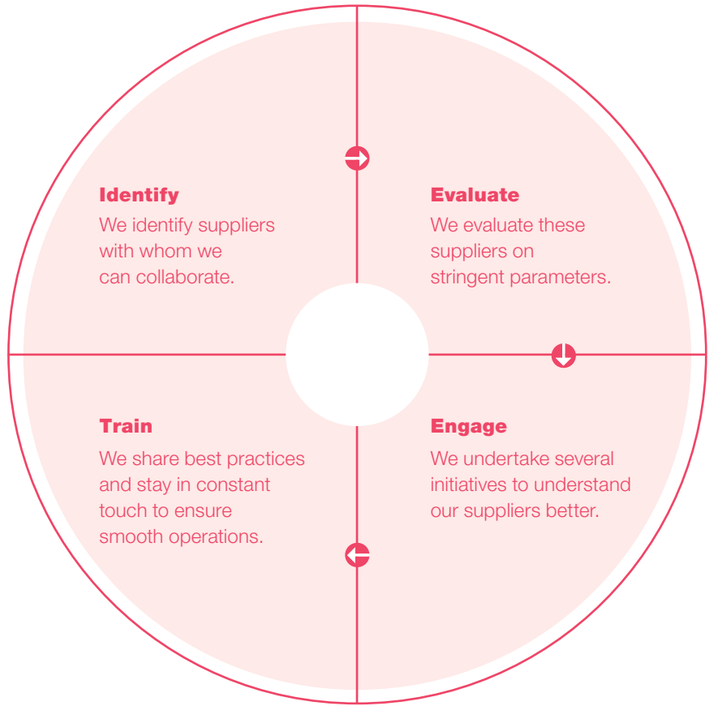
T24 is our Quality Commitment—a pledge from our Quality control and assurance team to address any paint product or application complaint within 24 hours of it being reported. We understand the critical importance of swift action in maintaining customer trust and satisfaction. To uphold this promise, we have structured a proactive response system that includes regional QA heads, nearest QA & QC personnel's prompt coordination in the nearest manufacturing facility for site visits, and direct engagement with the concerned sales representatives. Through T24, we aim to resolve issues and reaffirm our dedication to quality, responsiveness, and continuous improvement.

## Suppliers

We maintain strong, long-term relationships with our suppliers, addressing challenges swiftly to ensure uninterrupted operations. By prioritising transparency and ethical practices in procurement, we optimise our supply chain and inventory management. This approach enables efficient product delivery, minimising delays and fostering decades of loyalty from our suppliers.

### Engagement

We carefully assess our suppliers to ensure they align with our values, fostering mutually beneficial relationships through shared best practices. Using a dedicated portal, we evaluate suppliers on key parameters, offering support whenever needed. We also organise training programmes to ensure suppliers adhere to best practices, thereby enhancing our operational efficiency.



## Dealers and vendors

We continuously engage with our vendors and dealers, offering them both physical and digital training, addressing their concerns proactively and treating them as essential channel partners. Most of them have been associated with us for decades, some for over 40–50 years and have become a part of the extended Berger family. From in-house training to entertainment and regular engagement, we prioritise relationship-building throughout the year.

Our Stallion dealers are being groomed as future Gold Card members, while vendor localisation efforts are helping streamline logistics. We have also enhanced dealer visibility through upgraded boards to ensure our mutual success.

Initiatives such as WhatsApp-based ordering and a dedicated call centre have simplified daily operations for our dealers, while our partnerships with leading banks have provided seamless financing options to support their business growth. For over 35 years, our 'Gold Card' loyalty programme has rewarded dealer performance. We are also focused on boosting dealer and retailer sales through contractor-led initiatives, exclusive product offerings for key partners and targeted training sessions, which will help protect their profitability and ensure their long-term association with our Company.

## Strengthening our urban footprint

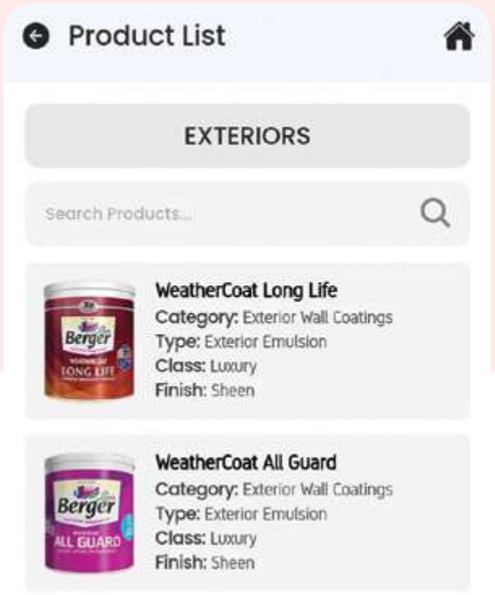
We are steadily enhancing our presence across urban India by expanding and consolidating our dealer network. Improved coordination through retail-focused meetings which is enabling us to engage closely with builders, architects and painters, especially through strategic partnerships.

While we continue to offer our existing product range, we are also developing specialised offerings tailored for urban consumers.

Recognising growing consumer demand for convenience, we aim to introduce a different category of paint dealers to bring paints closer to the consumer. We are also making efforts to ensure click-to-deliver services. Additionally, the surge in high-rise constructions is driving increased demand for waterproofing solutions, an area we are actively addressing through both product innovation and wider accessibility.

### 'Shakti' application

Our 'Shakti' application offers dealers a comprehensive overview of their accounts, enabling them to quickly access documents and data with just a few clicks. This user-friendly tool has strengthened our relationships with dealers while significantly enhancing their operational efficiency.






## Builders and influencers

We are empowering builders with high-quality products that help them stand out in a competitive market. Our trusted construction chemicals enable builders to enhance the comfort and performance of their homes, enabling them to market properties as more durable and with better surface finishes.

### Colours of connection

Rangmanch was a lively and heartfelt engagement initiative by Berger Paints, designed to celebrate the dedication of painters and their families. Featuring cultural performances, entertainment, and recognition ceremonies, the event fostered a sense of pride and belonging while strengthening community bonds with those who form the backbone of our industry.

Influencers such as contractors and applicators play a key role in driving product adoption. Understanding the demands of homebuyers, we engage with influencers to meet and surpass those demands. Our team operates as and when required align with stakeholders' expectations, especially for critical areas such as waterproofing which is a growing need in high-rise buildings.

To support our contractor network, we provide digital leads via stores and evaluate performance based on lead conversion, sales and customer satisfaction. Each contractor's digital profile, accessible through a QR code, reflects their ratings, which help them build credibility. We are proud to give our contractors a professional identity, strengthening their roles in our ecosystem.

## Celebrating excellence together

Elite Circle is Berger Paints' exclusive initiative to honour and engage outstanding partners in the luxury segment. Through bespoke experiences, meaningful recognition, and curated networking, the event celebrates their remarkable contributions while deepening strategic relationships.



## Subsidiaries and Joint Ventures

Years of earned trust echo across our stakeholder network, forming the bedrock of lasting partnerships with both national and international enterprises. Our collaborators count on us to deliver vital resources and view us as reliable, long-term allies in the pursuit of shared ambitions.

### Bolix S.A.

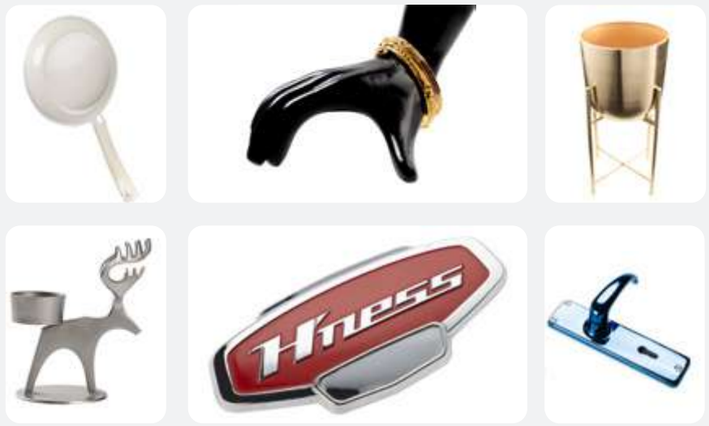
Bolix S.A. is a specialist in the manufacturing and sale of Exterior Insulation Finishing Systems (EIFS), delivering a versatile portfolio that blends performance with visual appeal. Their offerings span high-quality acrylic, silicate and mineral plasters, alongside thermal insulation adhesives and mortars. Bolix also leads in ready-to-use panel solutions ranging from finishing coats and wood or ribbed textures to concrete, 3D effects and innovative gel adhesives for ceramic tile flooring which are designed to meet both functional and aesthetic demands.



### SBL Specialty Coatings Private Limited (SBL)

SBL's core remains in its ability to develop and deliver exotic and out-of-the-box coatings solutions. With its very strong understanding of the niche products across segments it has been able to craft products that are a blend of meeting customer aspirations with high quality at a low turnaround cycle.

With its ability to play with chemistries including but not limited to PU, EC, TSA, TPA, Epoxy, Alkyd, Watch Dials, UV, and now ceramic, it is the full stop for that higher exotic pursuit.




### Berger Rock Paints Private Limited (Berger Rock)

Berger Rock, a specialist in auto refinish solutions, delivers exceptional quality at highly competitive prices. With an impressive growth over the past year, the brand is accelerating its momentum with a clear vision to secure a position among the top three players in the segment within the next three years.

**Wide range of popular metallic ready shades**




**Best in Class New 2:1 clear at Right Price**



**Best in class PU paints for commercial vehicles**





### Berger Becker Coatings Private Limited

Transforming the world of domestic appliances, Berger Becker Coatings India (a joint venture) delivers premium coil coating solutions that blend striking aesthetics with robust protection. Designed for cabinets and doors of refrigerators, washing machines, ovens and beyond, these coatings redefine durability and style in every home.





### Berger Hesse Wood Coatings Private Limited

Berger Hesse is celebrated for its comprehensive portfolio of premium wood coatings, spanning pigmented PU, UV-curable finishes and eco-friendly water-based solutions. Trusted by leading OEMs, Berger Hesse brings innovation and elegance to every wood surface it touches.











## STP Limited

STP Limited stands tall as a trusted name in the construction space, offering a powerhouse of renowned brands across construction chemicals, advanced flooring solutions, bitumen and coal tar-based products, high-performance sealants and adhesives and robust protective and anti-corrosive coatings.

### SBS Membrane

Location – **New Mumbai Airport**

Products used – **SBS Membrane**

Total area – **6,741 sq mtr**



### Cardeck Flooring

Location – **Sattva Knowledge Park, Hyderabad**

Products used – **ShaliFloor 2 PU FC, STP Extender 36, STP Extender 201**

Total area – **1,45,000 sq mtr**



### Sealants

Location – **KMR Construction, Hubli, Karnataka**

Products used – **ShaliPrime PUM, ShaliSeal PS PG**



### Waterproofing

Location – **IOCL, Paradeep**

Products used – **PU waterproofing-ShaliUrethane LHM/LHM 2K**

Total area – **17,000 sq mtr**



### Flooring

Location – **Alcove Realty, Srirampore, West Bengal**

Products used – **ShaliFloor TC 2HBE**

Total area – **5,500 sq mtr**



### Protective Coating

Location – **Namami Gange, Patna**

Products used – **ShaliProtek PC N**

Total area – **10,000 sq mtr**





## Berger Jenson & Nicholson (Nepal) Pvt. Ltd.

Berger Jenson & Nicholson (Nepal) Pvt. Ltd. began its journey in 2000 with the acquisition of Jenson & Nicholson (Nepal) Pvt. Ltd., setting up its first plant in Bhaktapur. In response to growing demand, a cutting-edge facility was established in Hetauda in 2008. It is now among Nepal's leading paint manufacturers, Berger J&N pioneered innovations like eco-friendly Silk Breathe Easy and introduced value-added services such as Express Painting, Colour Consultancy, and Preview Services—firsts in the country.

Since its inception, Berger J&N (Nepal) has been delivering a diverse range of high-performance decorative paints, tailored to evolving customer needs while ensuring the highest levels of satisfaction. For example, the company launched products like Weather Coat All Guard, Rangoli Easy Clean, Silk Breathe Easy, Silk Luxury Emulsion, Silk Illusion, Seal O Prime, Home Shield, Water Proof Putty, Berger Express Painting Tools, Water Proofing and Construction Chemical products. The company's dedication to quality was recently reaffirmed through the achievement of ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 certifications. Beyond business, it has actively championed Nepal's cultural heritage and social causes, partnering with the Traffic Police to promote road safety and supporting Rotary District 3292's Nepal Literacy Mission by offering specially priced paints to around 3,000 schools across the country.



Bhaktapur Factory



Hetauda Factory

## Berger Nippon Paint Automotive Coatings Private Limited ('BNPAC')

BNPAC (a joint venture) delivers advanced coating solutions for a wide spectrum of vehicles—from sleek passenger cars and rugged SUVs to agile three-wheelers and their ancillaries. With specialised formulations for plastic automotive substrates, BNPAC ensures durability, precision and aesthetic appeal across every surface.





## Sustainability at Beepee Coatings Private Limited

At Beepee Coatings, sustainability is more than a commitment, it is an operational ethos. In FY 2024–25, its coastal shipping initiative delivered savings of ₹4.81 Lakh, with cumulative savings reaching ₹7.90 Lakh. A total of 13 consignments were successfully transported via the coastal route, reinforcing its shift towards greener, more efficient logistics.

In alignment with circular economy principles, it has also replaced single-use MDF boards and plywood with reusable polypropylene (PP) sheets for secure transportation of finished goods. This initiative not only reduces waste but ensures safer movement of paint consignments from its factory to depots, a practical step towards a more sustainable supply chain.

## British Paints division of the Company

Head-quartered in New Delhi, British Paints division of the Company serves over 16,000 channel partners, OEMs and institutional clients across India. Backed by four manufacturing units and 52 godowns, the division offers a comprehensive range of architectural coatings, general industrial paints and waterproofing solutions, solidifying its position as a respected name in the Indian paint industry.

Driven by the words 'Har Ghar Muskuraye Jab Rang Gungunaye', British Paints continues to bring joy through colour by delivering high-quality, value-for-money solutions across all segments. This division of Berger Paints has strategically shifted towards more sustainable water-based products over the years, currently accounting for over 65% of all sales. British Paints continues its focus on strengthening dealer networks, enhancing the product portfolio and responding proactively to changing market dynamics. In FY 2024-25 alone, 2,100 new dealers were added, bringing the total to 16,000 and 874 tinting machines were installed, reaching 5,500 in total.

The division is widening its footprint, particularly in markets where larger competitors have limited presence. British Paints is also embracing digital transformation, though still at a nascent stage. Digitised grievance redressal channels have empowered dealers to escalate issues transparently. Furthermore, several tools have been developed to support the sales force and drive automation, reinforcing the brand's focus on efficiency. As customer expectations evolve demanding more durable, differentiated solutions; British Paints division of the Company is poised to meet these needs with innovation, agility and a renewed sense of purpose.



### Focus on innovation

British Paints overcomes its challenges through sustained efforts and a focus on cost reduction. The company innovates not only when it comes to its products but also its systems to streamline its operations further. The company has introduced many products which have delivered outstanding sales performance despite strong competition. Products like 'Nikhar' have emerged as a promising new category itself, expanding the company's product offerings and tapping into fresh demand segments.

### Sustainability at British Paints

**7%**
Reduction in specific water consumption

**5 kWh/KL-MT**
Reduction in specific power consumption

**1.9 Mn+**
Total units generated from solar power

**Outlook**

British Paints intends to grow with India's growth and is proud to do so; it embraces every opportunity with purpose and perseverance. It aims to open a new plant in 2027 which will primarily cater to water-based products, while its existing facilities will continue focusing on industrial coatings. It is also addressing areas that previously required more attention, particularly its engagement with painters. By reinforcing foundational initiatives and practical guidelines, it is striving to bridge the gap.

### Factories of British Paints division of the Company



Hindupur




Jammu




Nalbari




Sikandrabad

### Key products




GLO Advanced Enamel




EXPA Cool Advanced Hi-Sheen




Glamour Mystique




All Rounder Primer

**New products launched**




E-LEVATE




ELEGANTE – ITALIAN PU




TERRACE MASTER PRO




OPTIMA ALL ROUNDER

## CSR approach

We launched impactful initiatives to uplift local communities, placing skill development at the heart of individual empowerment. Guided by our CSR Committee, we drive the planning and execution of these programmes, collaborating with like-minded partners to maximise reach and create meaningful, lasting change where it matters most.

### Social impact assessment

The iTrain Programme, launched by our Company in collaboration with Smile Foundation, addresses the skill gap in India's painting industry by providing comprehensive technical and soft skills training. Operating through 31 fixed centres and 23 mobile vans, it ensures accessibility even in remote areas. Survey findings from seven locations reveal that 84.25% of participants reported increased confidence, 77.5% experienced career advancement, and 81.75% gained more clients. Economically, 97% of respondents saw income growth, with many investing in assets such as vehicles, mobile phones, and homes. The programme also drove entrepreneurship, with 80.94% acknowledging improved business skills and 97.18% reporting tangible business gains including more contracts and a wider client base.




## iTrain

Commencing in 2014, the iTrain Programme by our Company addresses industry challenges by providing high quality certified training courses in contemporary painting techniques and related services to create a pool of job-ready, new generation painting service providers. Targeting painters, iTrain upgrades their skills thereby enhancing their employability and making painting a profitable and sustainable livelihood.

We constantly introduce new techniques, emphasise qualitative feedback, and maintain rigorous standards through continuous trainer evaluation. To extend reach and ensure consistency, additional training vans have been deployed. Backed by a robust budget of ₹21 Crore, iTrain continues to add value to the lives of painters while creating a skilled, future-ready workforce for the industry.

The iTrain Programme offers technical skills training in painting, waterproofing, and polishing, along with introducing painters to various products, painting processes, and techniques. Soft skills training is also provided, focusing on communication, time management, budgeting, professionalism, meeting customer expectations, and customer management.

iTrain sharpens skills and develops new competencies for painters, enabling them to earn more, provide better services and gain a more sustainable livelihood. It contributes significantly to the Government's Skill India Mission and supports Berger's commitment in achieving the national priority of inclusive and equitable growth. It also helps us to deliver on our goal of empowering all stakeholders and society at large to look to a brighter future with confidence.

### FY 2024-25 highlights

**9,000+**
Workshops completed

**1,50,000+**
Participants

**300+**
Locations covered across India











### Collaboration with Smile Foundation

Since 2022, we have partnered with Smile Foundation to manage the backend execution of our iTrain-On-Wheels programme. While we lead the training, Smile Foundation ensures seamless coordination. This collaboration has brought operational efficiencies, cost savings and recognition through several prestigious awards, reinforcing our shared impact.

### National Council for Vocational Education and Training (NCVET)

We have been conducting Recognition of Prior Learning (RPL) assessment and certification and Short-Term Training (STT) through Paints and Coatings Skill Council (PCSC), which is recognised by NCVET as an Awarding Body. The successful candidates are awarded a certificate as per the template given by NCVET.

### iTrain-On-Wheels

To reach remote communities, we launched iTrain-On-Wheels in 2017, starting in West Bengal. Today, 23 fully-equipped vans travel across the towns and villages of India, training novices and semi-skilled painters in contemporary techniques. We continue expanding this network to make high-quality skill training accessible nationwide.

Environmental stewardship for us is not an afterthought but a business imperative. We consistently strive to ensure energy conservation and efficiency across all aspects of our operations. In line with this, we have integrated advanced systems like Manufacturing Execution System (MES) and Energy Management System (EMS) to optimise power usage and track consumption. Through continued investments in energy-efficient machinery and renewable energy projects, we aim to minimise our carbon footprint while maintaining high productivity levels.

# *Natural* Capital

**18.5%**
**Electricity generated from renewable energy**

**37,811 KL**
**Water recycled**

**758 MT**
**Waste recycled**

## Material topics impacted

- Environmental compliance
- Business ethics, compliance and transparency

## Stakeholders impacted

- Investors
- Customers
- Communities
- Regulatory bodies

## Capitals linked

- Financial capital
- Manufactured capital
- Intellectual capital
- Social and relationship capital

## Strategies linked

- Sustainable practices

"Each year, we make steady progress in building a more sustainable organisation. We actively seek out new ideas and integrate them into our operations to improve efficiency and minimise environmental impact. Moreover, we foster a sustainability-focused mindset across all levels of our workforce, ensuring that it becomes a core part of how we work and make decisions for positive outcomes that last."

**Rajesh Kumar Tiwari**
Vice President & Group Head - Manufacturing & Engineering

## Energy

We have integrated Manufacturing Execution System (MES) and Energy Management System (EMS) to capture real-time data during production and monitor power consumption across all our facilities. This empowers us to track and reduce both total and specific energy consumption daily, contributing to lower specific fuel and energy usage.

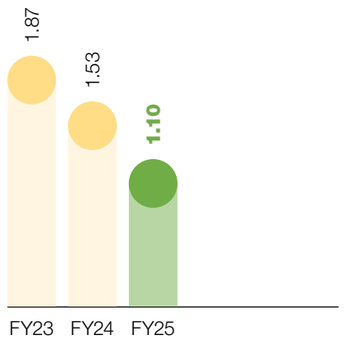
**14.41%**

Reduction in energy intensity per KL of production

### Energy conservation

Our commitment to energy efficiency drives continuous investments in state-of-the-art technologies and process improvements. We have upgraded to high-efficiency motors, installed LED lighting systems and optimised HVAC systems. Through regular energy audits we identify and address areas for further savings. Additionally, we have launched energy-saving measures, such as automatic timers, Variable Frequency Drives (VFDs) and lightweight cooling tower blades. The use of photo sensors and street light timers has further amplified our energy-saving efforts.

### Specific fuel cost (₹/kg)




### Sustainable impact through energy efficiency

Our Company continues to prioritise sustainable growth through focused energy conservation initiatives across operations. Rooftop Solar Power Plants have been commissioned at nearly all manufacturing locations, including the new Head Office in New Town, Kolkata during FY 2024–25. Energy-efficient lighting systems, supported by occupancy-based Lighting Management Systems (LMS), have been deployed across plants, including Rishra, Jammu, Hindupur and Jejuri. Transitioning process systems from fossil fuels to renewable biomass at Rishra and Jejuri have significantly lowered our carbon footprint. We have enhanced efficiencies through waste heat utilisation and installation of Variable Frequency Drives (VFDs) in high-power equipment. These efforts led to a carbon footprint reduction of 12,204 MT and specific power by 1.34%. With an investment of approximately ₹8.5 Crore in FY 2023–24, we realised savings of ₹4.25 Crore in FY 2024–25. These initiatives continue to improve productivity, operational efficiency, ESG performance and support long-term cost rationalisation.

### Renewable energy

We undertake various projects to encourage the adoption of renewable energy. Our rooftop solar installations have significantly curbed greenhouse gas emissions. To further minimise our dependence on fossil fuels, we have transitioned to alternative biofuels, with a bio-briquette facility supporting our process needs. This shift reduces conventional fuel consumption and lowers emissions per kilogramme of production. Additionally, we are implementing waste heat recovery systems (WHRS) to capture redundant heat from thermic fluids and flue gas.

**~9 MW**

Total capacity

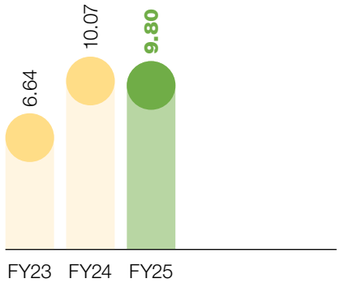
**₹8.39 Cr**

Total savings in FY 2024-25

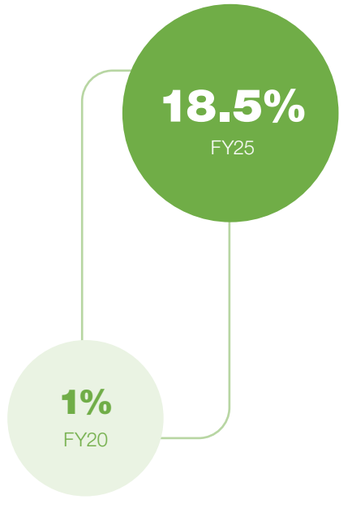
**7,127 MT**

Total carbon footprint reduction in FY 2024-25

### Renewable energy generated (kWh in Mn)




### Share of solar power usage




## Emissions

Over the years, we have launched several emission reduction initiatives with a focus on diversifying our fuel mix and raising the proportion of renewables. These efforts have resulted in a significant reduction in our greenhouse gas emissions. To manage gas and dust emissions from reactors, mixers, ball mills and other vessels, we have installed advanced filtration systems and dust collection mechanisms during charging processes. Our facilities are equipped with tall stacks, dust and fume extraction systems and cyclone separators to control fugitive emissions.

Additionally, the adoption of bio-briquette plants that use materials like cashew shells and sugarcane bagasse for heating have replaced high-speed diesel, further minimising carbon emissions. To maintain strict compliance with environmental regulations, we submit half-yearly reports to State Pollution Control Boards (SPCBs) and conduct regular environmental monitoring. Our 24x7 continuous emission monitoring systems track emissions in real time, ensuring alignment with Environment (Protection) Rules, 1986 and guidelines from SPCB and CPCB, with periodic calibration by accredited labs.

### Ensuring cleaner air

All our plants are equipped with emission stacks in adherence to state regulatory standards, with a height of 30.5 metres to ensure minimal environmental impact in the surrounding areas. Advanced scrubber systems are also employed in processes that generate fumes to filter emissions. These systems capture and neutralise harmful particles before releasing clean air into the atmosphere. This approach ensures full compliance with the Air (Prevention and Control of Pollution) Act.

**1,083 MT**

Reduction in Scope 1 emissions

## Water

We are committed to a water-positive future by reducing usage and waste. For us water management is a key priority and is supported by advanced, efficient mechanisms.

### Wastewater management

Our facilities are equipped with advanced Effluent Treatment Plants (ETPs) and Zero Liquid Discharge (ZLD) systems. We ensure that water treated in our ETPs meet PCB standards before release. To further enhance water recycling and minimise consumption, we have installed ZLD systems featuring filtration units, RO modules and multiple effect evaporators (MEE). The treated effluent is reused in both domestic and industrial applications. Our ZLD systems further process rejected water through UFRO units, converting waste into salt and preventing discharge. We continually implement advanced, compact ETP setups to curb our water footprint.

**8.97%**

Reduction in water intensity per KL of production

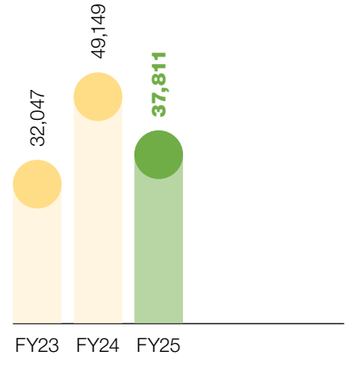
**2.32 Cr litres**

Reduction in water consumption

**32%**

Reduction in waste water discharge

### Water recycled (in KL)




### Championing Zero Liquid Discharge (ZLD)

While not mandated, we have proactively adopted Zero Liquid Discharge (ZLD) across all our plants, with facilities in Goa and Jammu nearing full implementation. This conscious decision represents a significant step towards a more sustainable water management system. Treated wastewater is recycled and reused in various operations, which brings down freshwater consumption and benefits multiple stakeholders. To achieve optimum utilisation, we have replaced traditional boiler-based heating of wastewater, with residual thermic heat from our resin plants. This innovative integration not only conserves energy but also eliminates the need for separate boilers, ensuring our compliance with waste reduction norms.

## Waste

Our ‘War on Waste’ initiative champions the 4R principles—reduce, reuse, recycle and recreate—which target waste minimisation across all manufacturing touchpoints. By leveraging monitoring systems to reclaim reusable materials, we have significantly reduced waste generation at our plants, even as overall production has grown.




### Minimising different types of wastes

#### Washing solvent

We recycle washing solvent from equipment cleaning for reuse in production, recovering fresh solvent through in-house distillation. Our ‘19th Barrel Syndrome’ project curbs solvent waste by reusing it within the first 18 barrels. Additionally, we repurpose used barrels for storage, helping lower our overall carbon footprint.

#### Plastic waste

In line with Plastic Waste Management Rules, we send plastic waste from raw materials and damaged packaging to authorised recyclers. Aligned with our EPR obligations, we collaborate with waste management agencies and integrate recycled plastic into our packaging, minimising reliance on virgin plastic and reinforcing our circular economy approach.

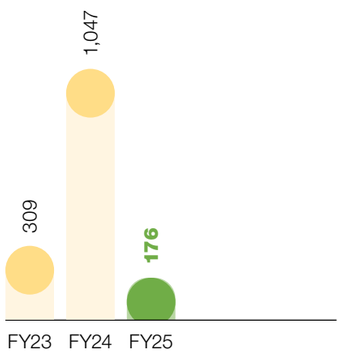
#### Other wastes

Waste generated within the plant is responsibly collected and sent to authorised cement plants for co-processing. Additionally, powder captured from our dust extraction system is repurposed to produce high-quality, cost-effective products to ensure resource efficiency and sustainable manufacturing.

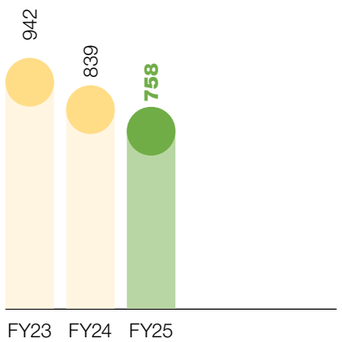
#### Waste management

Ours is a comprehensive waste management approach that includes cutting down on packaging, using recycled materials and championing a culture of waste minimisation among employees. Recycling programmes for paper, plastic and containers ensure efficient segregation and optimal utilisation. All site-generated waste is managed responsibly through authorised recyclers, CHSTDFs or co-processors with documented compliance via TREM cards and manifests. Biomedical waste is sent to authorised disposal facilities, while kitchen waste and STP sludge are composted for reuse. Safe handling practices, PPE usage and strict controls are followed during waste transfer and material decontamination.

#### Waste reused (in MT)




#### Waste recycled (in MT)




#### Hazardous waste management

We manage hazardous waste responsibly through in-house recycling, co-processing or disposal via authorised recyclers and certified treatment facilities. To reduce manual handling, waste is collected and stored in designated areas, fully compliant with Hazardous Waste Management Rules. All solid waste is securely stored in closed, lined containers with proper bunding to prevent spillage. Our personnel use appropriate PPE for safe handling. Waste is transported in sealed drums or HDPE bags, with de-dusting machines recovering residual powder efficiently.

#### Environment

We are committed to ecological protection through a strong environmental policy and monitoring plan. Our EMS enables better energy management, waste reduction and promotes green energy. Across our operations, we conduct impact studies and focus on recycling, reuse and resource optimisation to continually enhance our environmental performance.



### Biodiversity

#### Increasing the green cover across our facilities

Environmental stewardship begins with awareness and action. Led by this belief, we undertake targeted campaigns to educate the public and our stakeholders about the significance of plantations in mitigating climate change and preserving biodiversity. Central to our approach is community engagement as it encourages local participation in tree planting and instils a shared sense of responsibility for the environment. Across our manufacturing units, we have implemented various initiatives to enhance the green cover, thereby contributing to a cleaner and healthier future for generations to come.

## Our commitment to sustainability

Sustainability remains a fundamental pillar of our Company, guiding our decisions and operations at every level. We have undertaken several initiatives to enhance our performance on key sustainability parameters. Our factories operate with integrated management systems certified under ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018.

### Electrifying last-mile delivery

In line with our sustainability goals, we are transitioning our last-mile logistics fleet from diesel to electric vehicles across 130 warehouses. Following successful pilot drives and collaboration with a renowned automobile company, we have already deployed 120 EVs, with plans to replace 180 in this phase. With 400+ diesel vehicles still in operation, our next target is to convert the entire local fleet to EVs. This shift will reduce emissions and improve operational efficiency. Each depot will be equipped with dedicated EVs, making way for greener, quieter and more cost-effective deliveries, driving us closer to a cleaner, future-ready logistics ecosystem.



# Awards




Mr. Rajesh Tiwari was conferred as the Manufacturing Leader of the Year at the 4th Edition Future of Manufacturing Summit & Awards.




Mr. Rajesh Tiwari was felicitated for his address about future of manufacturing at 3rd Manufacturing and MSME Conclave ASSOCHAM, Kolkata



Sandila won Best Energy efficient case study at 9th National Energy Efficiency Circle Competition 2025, CII, New Delhi



Won Silver award at the 18th Environment Excellence Award in EHS category




Won Best Automation and Digitization at Organisation level at 3rd Manufacturing and MSME Conclave ASSOCHAM, Kolkata



Won Best Environmental Friendly Initiative of the year in Global CSR & ESG Summit, Mumbai



Won Most Impactful Womens Empowerment Initiative of the year in Global CSR & ESG Summit, New Delhi




Won the CII EHS Excellence Award in Puducherry



Won EHS award



Green Urja and Energy Efficiency Award 2025, ICC




Jammu 18th Environmental Excellence Award in 2025 organised by ICC Gold in paint sector



Won 18th Environmental Excellence Award in 2025 organised by ICC Gold in paint sector in Jammu




Won Silver Award in CII EHS Excellence Awards 2024, Jammu



Won with Women Empowerment Award at National Awards for Excellence 2024



Won Kaizen Awards at CII, New Delhi



Naltali won the 18th ICC Environment Excellence Awards (Gold in Paint Sector)




Naltali CII EHS Excellence Award 2024 (Silver)




Won Bronze Award in CII EHS Excellence Awards 2024, Puducherry



Won Kaizen competition, CII, Puducherry




Rishra won the Silver Award in CII EHS Excellence Awards 2024



Sandila won the Silver Award for Best Kaizen produotivity improvement & Best energy efficient case study




Taloja Unit Won the Silver Award at the 18th ICC Environment Excellence Award



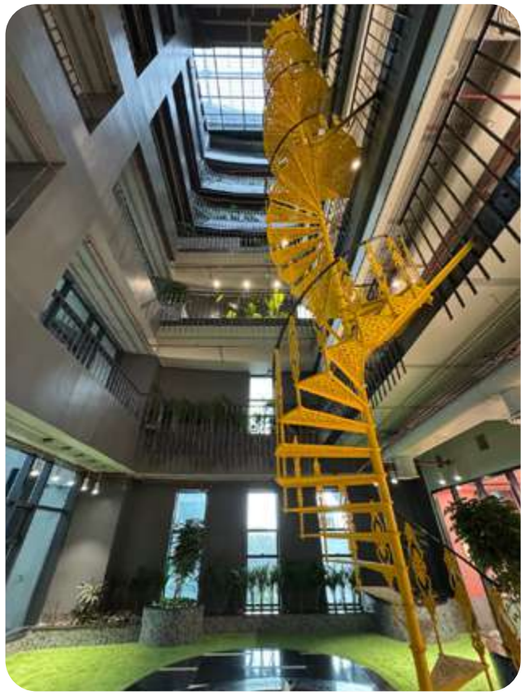
Sandila plant won the Platinum Award for ‘Best Kaizen for Energy & Utilities Management’ and Gold Award for ‘Best Case Study on LCA Adoption for Energy Efficiency’ by CII

## A glimpse of our new office
























# Corporate Information

## Audit Committee
**Mrs. Sonu Halan Bhasin (Chairperson)**
**Mr. Gurbachan Singh Dhingra**
**Dr. Anoop Kumar Mittal**
**Mr. Gopal Krishna Pillai**
**Mr. Subir Bose**

## Business Process & Risk Management Committee
**Mr. Gurbachan Singh Dhingra (Chairman)**
**Mr. Abhijit Roy**
**Mr. Anoop Hoon**
**Ms. Rishma Kaur**
**Mr. Kanwardip Singh Dhingra**
**Mr. Subir Bose**
**Mr. Anil Bhalla**
**Mr. Kaushik Ghosh**

## Corporate Social Responsibility Committee
**Mr. Kuldip Singh Dhingra (Chairman)**
**Mr. Abhijit Roy**
**Ms. Rishma Kaur**
**Mr. Kanwardip Singh Dhingra**
**Mr. Anil Bhalla**
**Dr Anoop Kumar Mittal**
**Mr. Subir Bose**
**Mr. Kaushik Ghosh**
**Mr. Arunito Ganguly**

## Compensation & Nomination & Remuneration Committee
**Mr. Anoop Hoon (Chairman)**
**Mr. Kuldip Singh Dhingra**
**Dr. Anoop Kumar Mittal**
**Mr. Gopal Krishna Pillai**
**Mr. Subir Bose**

## Stakeholders' Relationship & Investor Grievance Committee
**Mr. Gurbachan Singh Dhingra (Chairman)**
**Mr. Abhijit Roy**
**Mr. Anoop Hoon**
**Mr. Subir Bose**

## Share Transfer Committee
**Mr. Abhijit Roy (Chairman)**
**Mr. Anoop Hoon**
**Mr. Kaushik Ghosh**
**Mr. Arunito Ganguly**

## Key Managerial Personnel
**Mr Abhijit Roy**
**(Managing Director & Chief Executive Officer)**
**Mr Kaushik Ghosh**
**(Chief Financial Officer)**
**Mr Arunito Ganguly**
**(Vice President & Company Secretary)**

## Registered Office
Berger House, 129 Park Street,
Kolkata 700017

## Corporate Office
Plot No. CF-4, Action Area – IC,
Newtown, Kolkata - 700156
Telephone: 9147720400

## Corporate Website
www.bergerpaints.com

## Feedback
consumerfeedback@bergerindia.com

**CIN:** L51434WB1923PLC004793

## Statutory Auditor
S R Batliboi & Co. LLP
Chartered Accountants
22, Camac Street, Block B, 3rd Floor,
Kolkata - 700016

## Cost Auditors
**N. Radhakrishnan & Co.,**
11A Dover Lane, Flat B 1/34,
Kolkata - 700029

**Shome & Banerjee**
5A, Nurulla Doctor Lane,
West Range, 2nd floor,
Kolkata - 700017

## Secretarial Auditor
Anjan Kumar Roy & Co. Company Secretaries, GR 1, Gouri Bhaban,
28A, Gurupada Halder Road,
Kolkata - 700026

## Consortium Banks
**Standard Chartered Bank**
**HSBC Ltd.**
**HDFC Bank Ltd.**
**ICICI Bank Ltd.**
**State Bank of India**
**Kotak Mahindra Bank Ltd.**
**Axis Bank Ltd.**
**DBS Bank Ltd.**
**Yes Bank Ltd.**
**BNP Paribas**
**IndusInd Bank Ltd.**
**Federal Bank Ltd.**
**RBL Bank Ltd.**
**The South Indian Bank Limited**

## Investor Service Centre
**Registrar & Share Transfer Agent**
C B Management Services (P) Ltd
Rasoi Court, 5th floor
20, R N Mukherjee Road,
Kolkata - 700001
Phone: 033-6906 6200
Email: rta@cbmsl.com

## Secretarial Department
Corporate Office, 2nd Floor
Plot No. CF-4,
Action Area – IC, Newtown,
Kolkata - 700156
Telephone: 9147720400





# Berger Paints India Limited

(CIN: L51434WB1923PLC004793)
**Registered Office**: Berger House, 129, Park Street, Kolkata 700 017
**Corporate Office**: Plot No. CF-4, Action Area-IC
New Town, Kolkata 700 156, **Telephone**: 91477 20400
**Website**: www.bergerpaints.com, **E-mail**: consumerfeedback@bergerindia.com

## Notice

Notice is hereby given that the 101st Annual General Meeting of Berger Paints India Limited will be held on Tuesday, 12th August, 2025 at 11 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:-

## Ordinary Business:

To consider and, if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:

1. "**RESOLVED THAT** the audited financial statements (including the audited consolidated financial statements) for the financial year ended 31st March, 2025, the Report of the Board of Directors along with relevant Annexures and that of the Statutory Auditors be and are hereby received, considered and adopted."

2. "**RESOLVED THAT** approval be and is hereby accorded for declaration and payment of dividend of ₹3.80 (380%) per equity share of the face value of ₹1/- each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended 31st March, 2025."

3. "**RESOLVED THAT** Ms Rishma Kaur (DIN: 00043154), Director of the Company, who retires by rotation at this meeting and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. "**RESOLVED THAT** pursuant to Sections 139 (2), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Audit and Auditors) Rules, 2014, and the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [Listing Regulations] (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company accorded at their respective meetings held on 11th February, 2025, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), (Peer Review Certificate No. 014196) be and are hereby appointed as the Statutory Auditors of the Company (in place of the retiring Statutory Auditors, M/s S.R. Batliboi & Co. LLP, Chartered Accountants) from the conclusion of the 101st Annual General Meeting of the Company (this Meeting) to hold such office for a period of 5 (five) consecutive years till the conclusion of the 106th Annual General Meeting of the Company, at such remuneration as set out in the Statement annexed hereto."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee, in consultation with the Statutory Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

## Notice (contd.)

### Special Business:

5. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, [including any statutory modification(s) or re-enactment(s) thereof] upon, the recommendation of the Board of Directors of the Company, Mr Anjan Kumar Roy, Proprietor (FCS-5684) of M/s Anjan Kumar Roy & Co., Company Secretaries (Firm Unique Code/ Firm Registration No.: S2002WB051400), (Peer Review Certificate No.: 869/2020), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years from financial year 2025-2026 to financial year 2029-2030, to conduct secretarial audit, at such remuneration and on such terms and conditions as may be fixed by the Board of Directors of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 and rules related thereto, including any statutory modification(s)/amendment(s)/re-enactment(s) thereto, the Company do keep and maintain its Register of Members and copies of Annual Returns in terms of Sections 88 and 92 of the said Act respectively at the Office of its Registrar and Transfer Agent (RTA), namely 'C B Management Services (P) Limited' at 'Rasoi Court, 5th Floor, 20, R. N. Mukherjee Road, Kolkata – 700 001, West Bengal' and the same shall be kept available for inspection to the Members of the Company in terms of the provisions of Section 94 of the said Act and rules related thereto."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of directors or to any director or to any employee of the Company to give effect to the aforesaid resolution."

7. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (Act) and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the Members of the Company be and are hereby accorded to the payment of remuneration by way of commission within the overall limit of/not exceeding the limit of 1% of the Net Profits of the Company during the financial year 2025-2026, computed in the manner prescribed under Section 198 of the Act, to Ms Rishma Kaur, (DIN: 00043154), Non-Executive, Non-Independent Chairman of the Company, which may exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company, during the financial year 2025-2026."



Notice (contd.)

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters, things and determine matters as may be deemed necessary, proper or desirable for the purpose of giving effect to the aforesaid Resolution."

8. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (Act) and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the Members of the Company be and are hereby accorded to the payment of remuneration by way of commission within the overall limit of/not exceeding the limit of 1% of the Net Profits of the Company during the financial year 2025-2026, computed in the manner prescribed under Section 198 of the Act, to Mr Kanwardip Singh Dhingra, (DIN: 02696670), Non-Executive, Non-Independent Vice Chairman of the Company, which may exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company during the financial year 2025-2026."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things and determine matters as may be deemed necessary, proper or desirable for the purpose of giving effect to the aforesaid Resolution."

9. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], the remuneration of ₹2,75,000 plus out of pocket expenses and taxes as applicable payable to M/s N Radhakrishnan & Co., Cost Accountants (Firm Registration No.000056) and the remuneration of ₹1,90,000 plus out of pocket expenses and taxes as applicable payable to M/s Shome and Banerjee, Cost Accountants (Firm Registration No. 000001), who have been appointed by the Board of Directors as Cost Auditors for audit of cost records of the Company in the manner illustrated in the explanatory statement for the financial year ending on 31st March, 2026, be and is hereby ratified."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

**By Order of the Board of Directors**

Place: Kolkata
Dated: 14th May, 2025

**ARUNITO GANGULY** (FCS: 9285)
Vice President & Company Secretary

## Notice (contd.)

### Notes:

1) In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and other relevant circulars ("MCA Circulars") read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other relevant circulars issued by SEBI, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time], the Annual General Meeting (AGM) of the Company is being held through VC or OAVM facility, without the physical presence of the Members at a common venue. The deemed venue for the 101st AGM shall be the Corporate Office of the Company situated at Plot No. CF4, Action Area IC, Newtown, Kolkata-700156.

2) In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 101st AGM and consequently, the proxy form and attendance slip are not annexed to this notice convening the 101st AGM of the Company. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/Power of Attorney/Authority Letter, etc., for participation in the 101st AGM through VC or OAVM facility and e-Voting during the 101st AGM. Since the 101st AGM will be held through VC or OAVM facility, the Route Map is not annexed to this Notice.

3) The Members can join the AGM in the VC or OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Chairman of the Compensation and Nomination and Remuneration Committee and Chairman of the Stakeholders' Relationship and Investor Grievance Committee, Statutory Auditors, Secretarial Auditor, Scrutinizer and others who are allowed to attend the AGM without restriction on account of first come first served basis.

4) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Integrated Annual Report for the financial year 2024-2025 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose E-Mail id's are not registered with the Company/RTA/DP providing the weblink of the Company's website from where the Integrated Annual Report for the financial year 2024-2025 can be accessed. For Members who have not registered their e-mail ID, they are requested to register their e-mail ID for receiving all communication including Annual Report, notices, documents, information, etc., from the Company, electronically. Members may note that the Notice and Integrated Report for the financial year 2024-2025 will also be available on the Company's website: **www.bergerpaints.com**, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively, and on the e-Voting website of NSDL at **www.evoting.nsdl.com**.



Notice (contd.)

5) The attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 6th August, 2025 to Tuesday, 12th August, 2025 (both days inclusive).

7) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

   Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Company's Registrar and Transfer Agent (RTA) / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (**https://smartodr.in/login**) and the same can also be accessed through the Company's website: **https://www.bergerpaints.com/investors/services**.

8) Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

   [Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

9) Pursuant to SEBI circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December , 2021, 16th March, 2023 and 17th November, 2023) and SEBI Master Circular dated SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, SEBI has mandated for all holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The shareholders whose KYC are not updated shall be eligible for payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode upon complying with the requirements, with effect from 1st April, 2024.

   Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios.

   Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at **https://www.bergerpaints.com/investors/services** and on the website of RTA i.e., M/s C B Management Services (P) Limited at **https://www.cbmsl.com**.

## Notice (contd.)

10) Members who have still not registered/updated their email ID's, are requested to do so at the earliest, in the following manner:

a) Members holding shares in physical mode are requested to register/update their email IDs by submitting dully filled and signed Form ISR-1 with Company's RTA.

b) Members holding shares in dematerialised mode are requested to register/update their e-mail address with the Depository through Depository Participant(s).

11) Members holding equity shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or by any other means, by sending Form ISR-1 duly filled in and signed, the format of which is available on the website of the Company **https://www.bergerpaints.com/investors/services** or from the website of its RTA at **https://www.cbmsl.com** along with following documents latest by 31st July, 2025 to the Company at its Corporate Office address – (1) Secretarial Department (2nd floor), Plot No. CF-4, Action Area-IC New Town, Kolkata – 700156 or to its RTA i.e., (2) M/s C B Management Services (P) Limited, Rasoi Court, 20 R.N. Mukherjee Road, 5th Floor, Kolkata – 700001:

a) copy of cancelled cheque leaf bearing the name of the first or sole holder;

b) self attested scanned copy of the PAN Card; and

c) self attested scanned copy of any document (such as AADHAAR Card, Driving License, Election Identity Card, Passport) in support of the postal address of the Member as registered against their shareholding.

The Electronic Bank Mandate for Members holding shares in demat mode is requested to be updated through their Depository Participant(s).

12) As mandated by SEBI, securities of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

As per the SEBI mandate, the Company shall issue letter of confirmation in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The Shareholders/claimants are required to apply for dematerialisation of securities on the basis of the 'letter of confirmation within a period of 120 days from the date of its issuance. In case the demat request is not submitted within the aforesaid timeline of 120 days, companies are required to transfer such shares to Suspense Escrow Demat Account (SEDA) opened by the companies for this purpose. Shareholders/claimants can claim back their shares from SEDA by submitting the required documents to the Company's RTA as per SEBI advisory dated 30th December, 2022 as amended.

13) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14) Explanatory Statement pursuant to Section 102 of the Act, as set out in the Notice is annexed hereto. The recommendations of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and



Notice (contd.)

the Revised Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice. The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

15) In terms of General Circular Nos. 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs, all items proposed under Special Business are considered unavoidable by the Board of Directors of the Company.

16) All documents referred to in the Notice and the Explanatory Statement shall be made available for online inspection by the Members of the Company, without payment of fees up to and including the date of the AGM. Members desirous of inspecting the same may send their requests at **rajibde@bergerindia.com** with a copy marked to **sumandey@bergerindia.com** from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.

During the AGM, (i) the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and (ii) the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and (iii) the Certificate from Secretarial Auditor of the Company certifying that the ESOP Scheme of the Company has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available for on-line inspection upon login at NSDL e-Voting system at **www.evoting.nsdl.com**.

17) Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members may download the said forms from the Company's website under the weblink at **https://www.bergerpaints.com/investors/services**. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

18) In all correspondence with the Company/the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, must quote their DP ID and Client ID numbers. Members are reminded to send their dividend warrant(s)/bankers' cheque(s) and demand draft(s), which have not been encashed, to the Company, for revalidation. As per the provisions of Section 124(6) of the Act, unclaimed dividend is liable to be transferred to the Investor Education and Protection Fund of the Central Government after expiry of seven years from the date they become due for payment. The Ministry of Corporate Affairs (MCA) had vide notification No. S.O.2866 (E) dated 5th September, 2016 enforced Sections 124(6) and 125 of the Act read with the Investor Education and Protection Fund [IEPF] (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), required companies to transfer the underlying shares to the IEPF, in respect of which the dividends have remained unclaimed for a consecutive period of seven years. Accordingly, shareholders are requested to apply for unclaimed dividends immediately to the Company/the RTA. Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/ shares. During the financial year 2024-2025, the Company had transferred 1,66,246 equity shares to IEPF on due dates. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on **http://www.iepf.gov.in**. The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. However, before filing of claim(s) with IEPF Authority, Members/

## Notice (contd.)

claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents as per the communication issued by the IEPF Authority on 20th July, 2022. Relevant details and the specified procedure to claim refund of dividend amount/shares along with an access link to the refund web page of the IEPF Authority's website for claiming such dividend amount/shares has been provided on the Company's website, i.e., **www.bergerpaints.com** under the "Berger Investor Services" category. The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows:

| Period | Type | Date of Transfer to IEPF |
|---|---|---|
| 2017-18 | FINAL | 04.09.2025 |
| 2018-19 | FINAL | 06.09.2026 |
| 2019-20 | INTERIM | 24.03.2027 |
| 2019-20 | FINAL | 30.10.2027 |
| 2020-21 | FINAL | 02.10.2028 |
| 2021-22 | FINAL | 01.10.2029 |
| 2022-23 | FINAL | 16.09.2030 |
| 2023-24 | FINAL | 17.09.2031 |

19) Dividend as recommended by the Board of Directors for the financial year ended 31st March, 2025, if approved at the 101st AGM, will be payable to those Members of the Company who hold shares : (i) In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on **Tuesday, 5th August, 2025** being the **Record Date**, (ii) in physical form, if the names appear in the Company's Register of Members as on **Tuesday, 5th August, 2025** being the **Record Date**. As per current SEBI Regulations, dividend is required to be credited to Members' respective bank account through National Automated Clearing House (NACH), wherever the facility is available and the requisite/ valid details/mandates have been provided by the Members. Members desirous of availing this facility may send the details of their bank account with addresses and MICR and IFSC Codes of their banks to their Depository Participants (in case of shares held in dematerialised form) or to the Company's RTA (in case of shares held in physical form) at the earliest.

20) As the 101st AGM is being conducted through VC or OAVM, the Members are requested to express their views/send their queries in writing well in advance for smooth conduct of the 101st AGM but not later than 5:00 P.M. (IST) Tuesday, 5th August, 2025 mentioning their names, folio numbers/demat account numbers, e-mail addresses and mobile numbers at **sumandey@bergerindia.com** with a copy to **rajibde@bergerindia.com** and only such questions/queries received by the Company till the said date and time shall be considered and responded during the AGM.

21) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income-tax Act, 1961. The Shareholders are once again requested to update their PAN with the Company at **sumandey@bergerindia.com** with a copy to **rajibde@bergerindia.com**/the RTA at **ranu.deytalukdar@in.mpms.mufg.com**/**ranarc@cbmsl.co** (in case of shares held in physical mode) and their respective Depository Participants (in case of shares held in dematerialised mode).



Notice (contd.)

The following may be noted:

(i) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to **ranu.deytalukdar@in.mpms.mufg.com/ ranarc@cbmsl.co** on or before 25th July, 2025. Shareholders are requested to note that in case their PAN is not registered or an invalid PAN is furnished or whose PAN has been made inoperative due to non-linking of PAN with Aadhar Number, the tax will be deducted at a rate of 20%.

(ii) Resident shareholders who are eligible for deduction of tax at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961, can submit the certificate/letter issued by the Assessing Officer, to avail the benefit of lower rate of deduction or non-deduction of tax at source by sending an e-mail **ranu.deytalukdar@in.mpms.mufg.com/ranarc@cbmsl.co** on or before 25th July, 2025.

(iii) Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to **ranu.deytalukdar@in.mpms.mufg.com/ranarc@cbmsl.co**. The aforesaid declarations and documents need to be submitted by the Shareholders on or before 25th July, 2025.

The Company had sent a separate e-mail communication on 12th June, 2025, informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per Income Tax Act, 1961.

Please refer to **Annexure A** of Corporate Governance Report under "General Shareholder Information" for further details.

22) As on 31st March, 2025, 992373 equity shares of ₹1/- each fully paid up have remained unclaimed by 933 shareholders. During the year, the Company has received 113 requests from the Members for transfer of their unclaimed shares in aggregate from the Company's unclaimed demat suspense account, i.e., 'M/s Berger Paints India Limited – Unclaimed Demat Suspense Account' and accordingly, the Company has transferred those unclaimed shares from its unclaimed demat suspense account. Further, 64450 equity shares of ₹1/- each were transferred from unclaimed suspense account to IEPF Account between the period 1st April, 2024 to 31st March, 2025. The details are given in **Annexure A** of the Corporate Governance Report.

23) In compliance with the provisions of Section 108 of the Act, read with the provisions of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations (as amended), and the MCA Circulars dated 5th May, 2020, 13th January, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 3rd October, 2024 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged National Securities Depository Limited ("NSDL") to provide to the Members the e-Voting platform and services for casting their vote through remote e-Voting on all resolutions set forth in this Notice. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM.

The remote e-Voting period will commence on 9th August, 2025 (Saturday at 9:00 a.m.) and will end on 11th August, 2025 (Monday at 5:00 p.m.). During this period, Members of the Company, holding shares either in physical mode or in dematerialised mode, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

## Notice (contd.)

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. If you are not registered for IDeAS e-Services, option to register is available at: **https://eservices.nsdl.com**. Select **"Register Online for IDeAS Portal"** or click at: **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp**<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com** /either on a Personal Computer or on a mobile. Once the home page **of** e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience<br>NSDL Mobile App is available on<br>App Store Google Play |



Notice (contd.)

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. |
| Individual Shareholders holding securities in demat mode with CDSL | 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

| Login type | Help desk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL help desk by sending a request at **evoting@nsdl.com** or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL help desk by sending a request at **help desk.evoting@cdslindia.com** or contact at toll free no. 1800-21-09911 |

## Notice (contd.)

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com** /either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   *Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at* ***https://eservices.nsdl.com****/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically*.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12********** then your user ID is 12********** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" 134384 of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter/Power of Attorney etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to **aklabhcs@gmail.com** with a copy marked to **evoting@nsdl.com**. with a copy marked to **evoting@nsdl.com**. Institutional shareholders (i.e. other

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than HUF) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login. Please note that in case of Non-Individual Shareholders (except HUF) furnishing of the Board Resolution/Authority Letter/Power of Attorney, in any mode as mentioned herein above is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at **evoting@nsdl.com**.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **sumandey@bergerindia.com/rajibde@bergerindia.com**.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **sumandey@bergerindia.com/rajibde@bergerindia.com**. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The instructions for Members for e-voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After



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successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.

3. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **sumandey@bergerindia.com/ rajibde@bergerindia.com**. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at **sumandey@bergerindia.com/rajibde@bergerindia.com** latest by 5 p.m. (IST) on Tuesday, 5th August, 2025. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Members who need assistance before or during the AGM, can contact Ms Pallavi Mhatre, Manager, NSDL at **evoting@nsdl.com** or call 022-48867000.

24) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner (in case shares held in dematerialised form) as on the cut-off date (Record date), i.e., Tuesday, 5th August, 2025.

25) Any person, who acquires shares of the Company and becomes Member of the Company after dissemination of the Notice of AGM and holding shares as on the cut-off date (Record date), i.e., 5th August, 2025 may obtain the login ID and password by sending a request at **evoting@nsdl.com** or **ranu.deytalukdar@in.mpms.mufg.com/ranarc@cbmsl.co.** or **sumandey@bergerindia.com** mentioning his or her folio number/DP ID and Client ID. However, if he is already registered with NSDL for remote e-Voting, then he can use his existing user ID and password for casting his vote. If he forgets his password, he can reset his password by using "Forgot User Details/ Password" option available on **www.evoting.nsdl.com**.

26) Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at **sumandey@bergerindia.com** or to the RTA at **ranu.deytalukdar@in.mpms.mufg.com/ranarc@cbmsl.co**: (i) Scanned copy of a signed request letter, mentioning the name, folio number/demat account details and number of shares held and complete postal address; (ii) Self-attested scanned copy of PAN Card; and (iii) Self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/ Voter ID Card/ Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company/ the RTA, need not take any further action in this regard.

## Notice (contd.)

27) In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.

28) Pursuant to the provisions of Section 108 of the Act, Mr A.K. Labh, Practising Company Secretary (FCS-4848/ CP-3238) of M/s A.K.Labh & Co., Company Secretaries has been appointed as the Scrutiniser to scrutinize the remote e-Voting process as well as voting by Members (who have not cast their vote through remote e-Voting) participating at the AGM through VC or OAVM as on the date of AGM in a fair and transparent manner.

29) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorised by the Chairman in writing, who shall countersign the same.

30) The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.bergerpaints.com**, the e-Voting website of NSDL - **www.evoting.nsdl.com** and on the notice board of the Company's registered office immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

31) Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting itself i.e., 12th August, 2025.



Notice (contd.)

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item No. 4

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), were appointed as the Statutory Auditors of the Company at the 91st Annual General Meeting (AGM) of the Company held on 3rd August, 2015 to hold office from the conclusion of the 91st AGM till the conclusion of the 96th AGM of the Company.

M/s S.R. Batliboi & Co. LLP, Chartered Accountants were again re-appointed as Statutory Auditors of the Company at the 96th Annual General Meeting of the Company held on 25th September, 2020 to hold office from the conclusion of the 96th Annual General Meeting till the conclusion of the 101st Annual General Meeting of the Company.

Accordingly, M/s S.R. Batliboi & Co. LLP, Chartered Accountants would be completing their second consecutive term as the Statutory Auditors of the Company at this Annual General Meeting. Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 11th February, 2025 have recommended, the appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company in place of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, the retiring auditors subject to approval of the Members at the ensuing 101st AGM of the Company to hold office from the conclusion of the101st AGM till the conclusion of 106th AGM of the Company.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

**A.** **Proposed fees payable to the Statutory Auditor(s):** ₹75,00,000 (plus taxes) per annum plus out-of-pocket expenses for audit services. Audit fees may be subject to revision as may be decided by the Board of Directors upon recomendation of the Audit Committee in consultation with the Statutory Auditors.

**B.** **Terms of appointment:** Appointment as Statutory Auditors of the Company from the conclusion of 101st AGM for a period of 5 (five) consecutive years till the conclusion of the 106th AGM of the Company, to carry out Audit of the Financial Statements (Standalone and Consolidated), Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results subject to approval by the Members of the Company.

**C.** **In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable to B S R & Co. LLP, Chartered Accountants, from that of M/s S.R. Batliboi & Co. LLP., Chartered Accountants. The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

**D.** **Basis of recommendation for appointment:** The Board of Directors and the Audit Committee, at their respective meetings held on 11th February, 2025 have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in the retail industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found B S R & Co. LLP, Chartered Accountants suitable for this appointment and accordingly, recommend the same.

## Notice (contd.)

**E. Credentials of the Statutory Auditor(s) proposed to be appointed:** B S R & Co. ('the firm') was constituted on 27th March, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into Limited Liability Partnership i.e. B S R & Co. LLP, Chartered Accountants, on 14th October, 2013 thereby having a new firm registration no. 101248W / W-100022. The firms registered office is situated at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai – 400063.

B S R & Co. LLP, Chartered Accountants, is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP, Chartered Accountants, is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Gandhinagar and Kochi.

B S R & Co. LLP, Chartered Accountants, has over 4000 staff, 140+ Partners. B S R & Co. LLP, Chartered Accountants, audits various companies listed on stock exchanges in India.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

### Item No. 5

In accordance with Section 204 of the Companies Act 2013 ("the Act"), read with the rules framed thereunder, and Regulation 24A of the Listing Regulations, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company on the recommendation of the Board of Directors, for a period of five consecutive years. The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before 31st March, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

Accordingly, the Board of Directors at its Meeting held on 14th May, 2025, appointed Mr Anjan Kumar Roy, proprietor (FCS-5684) of M/s Anjan Kumar Roy & Co., Company Secretaries (Firm Unique Code/Firm Registration No: S2002WB051400), (Peer Review Certificate No.: 869/2020) for a term of 5 (five) consecutive years from financial year 2025-2026 to financial year 2029-2030 subject to the approval of the Members at the ensuing 101st AGM of the Company.

The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as they may deem fit.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

**A. Proposed fees payable to the Secretarial Auditor(s):** ₹1,20,000 plus taxes per annum and reimbursement of out-of-pocket expenses. Secretarial audit fees may be subject to revision if considered appropriate by the Board of Directors of the Company.

**B. Terms of appointment:** For a term of five consecutive years from financial year 2025-2026 to financial year 2029-2030.

**C. In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not Applicable since there is no change in Secretarial Auditor.

**D. Basis of recommendation for appointment:** The Board of Directors, at its Meeting held on 14th May, 2025 have considered various parameters like Secretarial Audit experience, clientele served, technical knowledge etc., and found M/s Anjan Kumar Roy & Co., Company Secretaries suitable for this appointment and accordingly, recommend the appointment.



Notice (contd.)

**E. Credentials of the Secretarial Auditor proposed to be appointed:** M/s Anjan Kumar Roy & Co, Company Secretaries (Firm Unique Code: S2002WB051400), a proprietorship firm led by Mr Anjan Kumar Roy (FCS No.: 5684; COP No.: 4557) has been serving as the Secretarial Auditor of the Company since 2014. The firm is Peer Reviewed (bearing Peer Review Certificate No.: 869/2020) and holds a valid Peer Review certificate issued by the Institute of Company Secretaries of India. Mr Anjan Kumar Roy has a post qualification experience as a Company Secretary in Practice of more than 23 years and an overall experience of about 26 years. Mr Anjan Kumar Roy is engaged in corporate secretarial services and more particularly in the areas of Secretarial Audit, Corporate Governance Audit, Due Diligence Audit, Annual Return Audit and other certifications and audits under the Companies Act 2013 (the "Act") and Listing Regulations.

### Item Nos. 6

The shares of the Company are listed with National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Association Limited. The Company has 3,68,317 shareholders as per Register of Members as on 9th May, 2025. The new office of the Registrar and Transfer Agent of the Company, namely "C B Management Services Private Limited" is situated in central part of the City at "Rasoi Court, 5th Floor, 20, R. N. Mukherjee Road, Kolkata – 700 001, West Bengal" and would be easily assessable to all the Members from various parts of the city of Kolkata. Hence, as an investor friendly measure, the Board of Directors of the Company has decided to keep the Register of Members and copies of Annual Returns of the Company as required to be kept under the provisions of Sections 88 and 92 of the Companies Act, 2013, respectively, at the new Office of its RTA for easy accessibility and convenience of its Members. These Registers shall remain open for the inspection of the Members of the Company in terms of provisions of Section 94 of the Act. Further, as the Company is a listed entity, its majority of the relevant records can also be easily accessed electronically through various portals and the website of the Company too.

None of the Directors of the Company or any of their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholdings in the Company, if any.

The Special Resolution set out at Item No.6 in the Notice convening the 101st AGM is intended for the purpose. The Board of Directors recommends that the resolution at Item No. 6 be passed in the interest of the Company and its business.

### Item No. 7 and 8

The Members at the 100th Annual General Meeting held on 12th August, 2024 had approved the payment of commission to the Non-Executive Directors of the Company in such a manner and to such extent as the Board of Directors of the Company may determine from time to time on the recommendation of the Compensation and Nomination and Remuneration Committee, but not exceeding 1% of the net profits calculated in accordance with Section 198 of the Act and such payments shall be made in respect of profits of the Company for each financial year. Further, the Members had earlier also approved payment of remuneration (in the form of profit related commission) to Ms Rishma Kaur, Non-Executive Chairman and Mr Kanwardip Singh Dhingra, Non-Executive Vice Chairman of the Company which may individually exceed 50% of the total remuneration (in the form of profit related commission) payable to all the Non-Executive Directors of the Company.

On recommendation of Compensation and Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 11th February, 2025 had approved remuneration (in the form of profit related commission) of ₹78,68,341 (Rupees Seventy Eight Lakhs Sixty Eight Thousand Three Hundred and Forty One) payable each to Ms Rishma Kaur, Non-Executive Chairman and Mr Kanwardip Singh Dhingra, Non-Executive Vice Chairman of the Company for the financial year 2024-2025. However, the same shall be paid in the current financial year 2025-2026, post approval of Shareholders of the Company.

Regulation 17(6)(ca) of the Listing Regulations provides that the approval of shareholders by way of a special resolution shall be obtained every financial year, in which the annual remuneration payable to a single Non-Executive Director exceeds 50% of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof.

The remuneration (in the form of profit related commission) payable to Ms Rishma Kaur and Mr Kanwardip Singh Dhingra, as Non-Executive, Non-Independent Directors, during the financial year 2025-2026 may exceed 50% of the total remuneration

## Notice (contd.)

(in the form of profit related commission) payable to all the Non-Executive Directors of the Company for the said year. Hence, approval of the Members is being sought by way of a special resolution, pursuant to Regulation 17(6)(ca) of the Listing Regulations for the same. However, the total remuneration (in the form of profit related commission) as would be payable to them shall be within the limits permissible under Section 197 of the Companies Act, 2013.

Ms Rishma Kaur and Mr Kanwardip Singh Dhingra both devote substantial time by providing their valuable advice and inputs to the Company on various critical business aspects through strategic meetings, evaluating various M & A opportunities, reviewing the business with leadership team, mentoring the senior leadership team and being member of various committees, namely, Business Process & Risk Management Committee and CSR Committee. Accordingly, a higher amount of commission is being proposed for Ms Rishma Kaur, Non-Executive Chairman and Mr Kanwardip Singh Dhingra, Non-Executive Vice Chairman as compared to other Non-Executive Directors of the Company. The total commission payable to Ms Rishma Kaur and Mr Kanwardip Singh Dhingra is reasonable given the size and scale of operations of the Company.

Accordingly, the Board deems it appropriate to recommend remuneration (in the form of profit related commission) payable to them during the financial year 2025-2026 in excess of 50% of the total remuneration payable to all Non-Executive Directors of the Company and accordingly recommends the resolution as a Special Resolution for approval by the Members.

Except Mr Kuldip Singh Dhingra and Mr Gurbachan Singh Dhingra, being the relatives of Ms Rishma Kaur and Mr Kanwardip Singh Dhingra and Ms Rishma Kaur and Mr Kanwardip Singh Dhingra themselves in their personal capacity except to the extent of their shareholding in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 7 and 8.

### Item No. 9

The Board of Directors at its meeting held on 14th May, 2025 based on the recommendation of the Audit Committee, appointed M/s N Radhakrishnan & Co., Cost Accountants (Firm Registration No.000056), as Cost Auditors of the Company at a remuneration of ₹2,75,000 plus applicable taxes and other out-of-pocket expenses and M/s Shome and Banerjee, Cost Accountants (Firm Registration No.000001), as Cost Auditors at a remuneration of ₹1,90,000 plus applicable taxes and other out-of-pocket expenses to audit the cost records of the products manufactured by the Company for the year ending on 31st March, 2026. M/s N Radhakrishnan & Co., Cost Accountants will carry out cost audit of the Company's factories situated at a) Howrah b) Rishra c) Goa d) Puducherry e) Jejuri, f) Naltali and g) Hindupur. M/s Shome and Banerjee, Cost Accountants, will undertake cost audit of the Company's factories situated at Jammu and Sandila and the factories of British Paints Division situated at Sikandrabad and Hindupur.

Pursuant to Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors shall be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the remuneration payable to M/s N Radhakrishnan & Co., Cost Accountants and M/s Shome and Banerjee, Cost Accountants for the financial year ending on 31st March, 2026 as approved by the Board of Directors is being placed before the Members for ratification.

The Directors recommend adoption of the Resolution at Item No.9 for ratification by the Members by way of an Ordinary Resolution.

No Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in respect of the said Resolution.

**By Order of the Board of Directors**

Place : Kolkata
Dated: 14th May, 2025

**ARUNITO GANGULY** (FCS: 9285)
Vice President & Company Secretary



## Notice (contd.)

**Information in compliance with Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 (SS-2) as issued by the Institute of Company Secretaries of India (ICSI) have been provided in the table below:**

| Particulars | Item No. 3 |
|---|---|
| Name of the Director | Ms Rishma Kaur (DIN:00043154) |
| Brief Resume of the Director | 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. |
| Category of Director | Non-Executive, Non-Independent (Chairman) |
| Date of Birth/Age | 1st September, 1972 (52 years) |
| Nationality | Indian |
| Date of First Appointment in the Board | 14th April, 2011 |
| Qualification | B.Sc in Business Studies from University of Buckingham, U.K and studied German language at the University of Augsburg, Bavaria, Germany. |
| Terms and conditions of re-appointment | Non-Executive, Non-Independent Director liable to retire by rotation. |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies as on 31st March, 2025 | Other Directorships:<br>1. Seaward Packaging Limited, 2. U K Paints (India) Pvt. Limited, 3. Surjit Plantations Pvt. Limited, 4. Harman Greenfields Pvt. Limited, 5. Anshana Forests Pvt. Limited, 6. SBL Specialty Coatings Pvt. Limited, 7. STP Limited, 8. Rishma Meadows Pvt. Limited, 9. Kanwar Greenlands Pvt. Limited, 10. UKPI Plantations Pvt. Limited, 11, Wazir Properties Pvt. Limited, 12. Wazir Estates Pvt. Limited, 13. Ashi Farms Pvt. Limited, 14. Sunaina Evergreen Pvt. Limited, 15. Meeta Plantations Pvt. Limited, 16. Shalimar Tar Products Limited.<br>Membership/Chairmanship of other Boards of Indian Companies:<br>U K Paints (India) Pvt. Limited - CSR Committee (Member) |
| Chairman/Member of Committees of the Board of the listed entities in which she is a Director as on 31st March, 2025 | Member of Business Process & Risk Management Committee – Berger Paints India Limited, Member of Corporate Social Responsibility Committee – Berger Paints India Limited. |
| Listed entities from which the person has resigned in the past three years | Nil |
| Number of Board Meetings attended during the current financial year 2024-2025 | 5/5 |
| Shareholding in the Company (Including shareholding as beneficial owner) | 7,20,000 shares of ₹1/- each |
| Remuneration details (including Sitting Fees & Commission) | No sitting fees are paid to Non-Whole-time Directors of the Company, since all the Non-Whole-time Directors had waived the payment of sitting fee at the Board Meeting of the Company held on 5th August, 2019. The Directors of the Company, including Independent Directors, who are neither Managing Director nor Whole-time Directors, are entitled to receive Commission on Net Profits not exceeding 1% in aggregate of the Net Profits determined in accordance with the provisions of Section 197 and Section 198 of the Companies Act, 2013. |
| Inter se Relationship between Directors | Cousin sister of Mr Kanwardip Singh Dhingra, Vice Chairman, niece of Mr Gurbachan Singh Dhingra, Vice-Chairman Emeritus of the Company and daughter of Mr Kuldip Singh Dhingra, Chairman Emeritus of the Company. |

**By Order of the Board of Directors**

Place : Kolkata
Dated: 14th May, 2025

**ARUNITO GANGULY** (FCS: 9285)
Vice President & Company Secretary

# Report of the Directors and Management Discussion and Analysis

Your Directors have pleasure in presenting the Annual Report of the Company, together with the audited accounts for the financial year ended on 31st March, 2025.

## Financial Results

(₹ in Crore)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | Current Year 2024-2025 | Previous Year 2023-2024 | Current Year 2024-2025 | Previous Year 2023-2024 |
| Profit before Depreciation, Finance Cost, Share of Profit/(Loss) from Joint Ventures and Tax | 1796.35 | 1729.11 | 1950.87 | 1925.00 |
| Add: Share of Profit from Joint Ventures | – | – | 35.06 | 41.02 |
| Less: | | | | |
| Depreciation and Amortisation Expense | 317.75 | 296.99 | 354.19 | 330.88 |
| Finance Cost | 47.86 | 64.66 | 63.27 | 78.25 |
| Profit Before Tax | 1430.74 | 1367.46 | 1568.47 | 1556.89 |
| Less: Tax expense | 353.24 | 352.41 | 385.66 | 387.07 |
| Profit After Tax | 1077.50 | 1015.05 | 1182.81 | 1169.82 |
| Add: Other comprehensive income/(loss) for the year net of tax | 0.22 | 0.14 | (3.33) | 22.29 |
| Total comprehensive income | 1077.72 | 1015.19 | 1179.48 | 1192.11 |

## Financial Performance

### Highlights of the Standalone Results:

a. Revenue from Operations for the year ended 31st March, 2025 was ₹10,169.22 Crore as against ₹10,002.93 Crore in the corresponding last financial year, representing an increase of 1.66% over the corresponding period of last financial year.

b. EBIDTA (excluding other income) for the year ended 31st March, 2025 was ₹1,674.14 Crore as against ₹1,671.67 Crore in the corresponding last financial year, representing an increase of 0.15% over the corresponding period of last financial year.

c. Net Profit for the financial year ended 31st March, 2025 was ₹1,077.50 Crore as against ₹1,015.05 Crore recorded in the previous financial year, representing an increase of 6.15% over the corresponding period of last financial year.

### Highlights of the Consolidated Results:

a. Revenue from Operations for the year ended 31st March, 2025 was ₹11,544.71 Crore as against ₹11,198.92 Crore in the corresponding last financial year, representing an increase of 3.09% over the corresponding period of last financial year.

b. EBIDTA (excluding other income) for the year ended 31st March, 2025 was ₹1,856.09 Crore as against ₹1,861.32 Crore in the corresponding last financial year, representing a decrease of 0.28% over the corresponding period of last financial year.

c. Net Profit for the year ended 31st March, 2025 was ₹1,182.81 Crore as against ₹1,169.82 Crore in the corresponding last financial year, representing an increase of 1.11% over the corresponding period of last financial year.

The Board of Directors have recommended a dividend of ₹3.80 per equity share of ₹1/- each fully paid up for the financial year ended 31st March, 2025. Dividend is subject to approval of the shareholders.





## Management Discussion and Analysis

### Industry Structure and Development

The global economic expansion was steady in 2024 although uneven, amidst geopolitical tensions, geoeconomic fragmentation and heightened trade tensions and elevated public debt. Financial conditions broadly eased as major central banks pivoted to accommodative monetary policy stance by mid-2024. Global Inflation eased to 5.7% in 2024 from 6.6% in 2023, reflecting the impact of gradual monetary tightening and easing of supply chain constraints, but remained above pre-pandemic levels, largely driven by persistent price pressures in the service sector. The disinflationary process, however, remains varied around countries with persisting stickiness in services inflation in major advanced economies.

The global economy in 2025 is likely to grow not only below its historical average of 3.7%, but also below the growth of 3.3% in 2024 on account of heightened global trade protectionism, rising policy uncertainty and ongoing geopolitical tension. The disinflationary path is expected to continue but at a slower pace with advanced economies likely to reach their targets earlier than the emerging market economies. Accordingly, many central banks pivoted to an easing cycle, while remaining cautious of escalating trade tensions, lingering geopolitical uncertainties, global financial market volatility and climate change risks.

Amidst challenging global economic environment, the Indian economy exhibited resilience during 2024-2025, supported by robust macroeconomic fundamentals and proactive policy measures. Inflation eased and moved below the target by the end of the year. The financial sector remained resilient and robust on the back of healthier bank and non-bank balance sheets, improved asset quality and capital buffers that enabled double-digit credit growth. Although real Gross Domestic Product (GDP) growth moderated to 6.5% in 2024-2025, India remained the fastest growing major economy. Economic activity was supported by an improvement in consumption demand and net exports on the expenditure side and buoyant services sector and recovery in agricultural production on the supply side.

Against the backdrop of subdued global economic activity and multiple headwinds, the Indian economy being the 5th largest in the world is poised to become 4th largest in 2026 and 3rd largest by 2028. Overall, the Indian corporate environment remains optimistic about the future. The 'Make in India' campaign has been a big boost for the manufacturing sector. Further, the strained geopolitical condition in the immediate neighborhood seems to have stabilized which hopefully will continue.

### The Indian Paint Industry

The $9 billion Indian paints market is rapidly growing. The paint industry is segmented into decorative/architectural and industrial paint with decorative paint, comprising the largest portion. The Indian paint industry is projected to continue its growth trajectory, driven by factors like urbanization, infrastructure development and increasing disposable income.

Urbanization, infrastructure development, growth of the real estate sector are key drivers of the paint industries' growth. Technological advancement in paint formulations and manufacturing process is also contributing to industry growth. The manufacturing sector witnessed robust growth in quarter-1 2024-2025, but moderated in the next 3 quarters, reflecting both base effect and muted demand condition. The manufacturing sector is expected to gain further traction in 2025-2026 supported by improvement in domestic demand, higher capacity utilization, healthy balance sheet of corporates and banks, easing financial conditions and government's continued thrust on capital expenditure. The construction sector is also expected to continue its robust performance in 2025-2026 aided by increased allocation for Pradhan Mantri Awas Yojana (PMAY).

The Indian paint industry is experiencing increased competition, with new players entering the market and existing players expanding their reach. This not only intensifies competition but also ensures that the products are innovative, value for money and sustainable. The Indian paint industry after witnessing robust growth in financial year 2022-2023 is bracing for a challenging landscape marked by intensified competition of margin pressures. The revenue for the paint industry was impacted in financial year 2024-2025 due to stiff competition, general elections, prolonged monsoon and continued effects of price cuts. Decorative paints which account for 70-75% of the total demand continue to be the primary growth driver fueled by repainting activities, urbanization and rising disposable income.

## Report of the Directors and Management Discussion and Analysis (contd.)

The Indian paint industry is over 100 years old. Now, with more and more digitization efforts from online color selection tools to virtual reality simulations for painting finishes, technology has changed along with consumer habits. The waterproofing and construction chemical business has grown many folds in recent years backed by innovative products which are easy to apply. The continuous stride towards **Viksit Bharat@2047** indicates large investment in infrastructure projects, industrial development, sharp growth in Capex etc. 'Protective Coatings' play a major role in such large infrastructure projects, and your Company is positioned No. 1 in the Protective coatings, in India. The automotive, General Industrial and Powder coatings business had decent growth in the previous financial year.

### Company Operations

Your company successfully completed a century of its dominance in the paint industry and celebrated its 100 Year journey with the inauguration of its new, classy headquarters at New Town, Kolkata. The inauguration happened on 10th February, 2025 in the presence of distinguished guests. The iconic building has already turned into a landmark in Kolkata due to its unique design. The museum on the ground floor of the eight-storey building illustrates the journey of Berger Paints since 1923 and displays the innovative product range in its portfolio.

As part of the regular succession planning exercise of your Company ensuring seamless transition to the next generation of leaders, Ms Rishma Kaur was appointed as the Chairman of your Company by the Board of Directors at its meeting held on 9th August, 2024 with effect from 13th August, 2024. Mr Kanwardip Singh Dhingra was appointed as Vice-Chairman of your Company by the Board of Directors at its meeting held on 9th August, 2024 with effect from 13th August, 2024. Mr Kuldip Singh Dhingra and Mr Gurbachan Singh Dhingra continue on the Board as Non-Executive Directors designated Chairman Emeritus and Vice-Chairman Emeritus, respectively, and are guiding their successors on strategic thinking, leadership and overall understanding of the business.

Despite stiff competition, Berger continues to hold the 2nd position in India among all paint companies. It is the 4th largest paint company in Asia and 7th largest decorative paint company in the world. This has been possible through efficiency, capacity enhancement, acquisitions and a great deal of emphasis on customer needs. There has been a revolution in the country's paint industry in terms of aesthetics, durability and affordability. The shortening of repainting cycle, rapid urbanization and increasing demand for premium products also drive this growth. Over the last 5 years, the paint industry in India has witnessed an influx of new players. Your Company being the oldest paint manufacturer in the country, has consistently demonstrated the foresight to anticipate future trends and outmaneuver the competition. Your Company has always been in the expansion mode, especially after 1991 when Mr Kuldip Singh Dhingra and Mr Gurbachan Singh Dhingra acquired the controlling stake in the Company. Unmoved by the entry of new players, your Company continued to grow rapidly offering innovative products, setting benchmarks in technology, quality and customer service. With strong focus on sustainability, customer satisfaction and continuous improvement in manufacturing products that not only meet but exceed the expectations of the customers, your Company is confident that it will be able to grow even in tough market conditions focused on living up to the legacy of trust and innovation while continuing to introduce our customers and industry influencers to a slew of innovative products and services as we progress.

Your Company on a stand-alone basis recorded high single digit volume growth during FY-2024-2025, value growth was muted despite volume momentum, impacted by full-year effect of FY-2024 price reductions, softer consumer demand and mix change in favour of high volume, low value profitable products like tile adhesive, admixtures etc. Protective coatings segment delivered double-digit volume and value growth. The automotive segment remained stable, with healthy operating margins.

We could sustain our gross margins despite one full-year impact of price corrections in FY-2024. Operating margins were maintained at the higher end of the guided band, resilient to pricing actions, raw material fluctuations and currency volatility. Your Company maintained zero gross debt with further strengthening of net cash position.

**Your Company also gained market share on a consistent basis despite competition and the entry of new players into the paint industry. Our current market share amongst all listed paint companies is in excess of 20%**.

With the present manufacturing capacity of 1.30 mln MT backed by greenfield and brown field expansions, we are confident that we will be able to maintain our growth leadership in FY 2025-2026.



Report of the Directors and Management Discussion and Analysis (contd.)

You should be happy to note that your Company published its first sustainability report in January 2025. The report chronicles our deep-rooted commitment to sustainability and our relentless efforts to enhance our environmental, social and governance (ESG) performance, highlighting the diverse initiatives we have undertaken over the years. It underscores our strategic focus on contributing to the United Nations Sustainable Development Goals (SDGs) through targeted interventions and innovative practices.

Among the bouquet of innovative products manufactured and sold by your Company, a few key products with their standout features are as under:

**Berger HomeShield Roof KOOL & SEAL** – Is a scientific marvel which contains the unique property of water proofing as well as keeping the house cool during summer. This product is generally applied on the roof and has the dual effect of waterproofing and cooling. It contains the benefit of crack bridging, infra-red ray reflection, anti-microbial efficacy and dirt pick up resistance. This 100% acrylic elastomeric polymer has heat reflecting properties that significantly reduces the transfer of heat into the house. The product performed very well in the financial year that ended in March 2025, and your Company is confident that it would do even better during FY-2025-2026.

**Easy Clean Silky Touch** – Easy Clean as a product has been hugely successful with its silk like finish – shinier than existing Easy Clean, it has been hugely popular though launched recently. This is a technologically advanced product with a perfect blend of functionality and aesthetics, especially its curated silky wax which provides smooth finish, and the cross-linking polymers make it stain resistant and washable. On top of it the product has a flexible film which prevents hairline cracks on the surface.

**Berger HomeShield Tank Cool** – This product is a result of innovation fueled by feedback received from dealers and contractors. This coating system is capable of cooling down the temperature of the stored water to a large extent. This can be applied over corrugated metal roof sheet, concrete etc., to get cooling effect. This can be applied for exposed pipes. This product comes in a convenient package which is easy to apply. The consumer feedback for this product is also encouraging.

**Berger Weathercoat Anti Dustt Kool** – This product being one of your Company's popular products having dust repellent technology now comes with heat reflective nano technology. The product's unique formulation provides excellent dust repellent technology on the outside while maintaining cooling effect inside.

The earlier avatar of the **Express Painting** division called Home Décor was started in the early 1990's and provided colour consultancy where in customers were advised on colour combinations and suitable products for their homes. In 2003, the service evolved to further provide comprehensive painting solutions. In addition to colour consultancy, contractors were also provided to execute the job and the customer was offered a one-year warranty on the completed work. The 3rd phase of this evolution saw the entire program move into the express painting mode with the introduction of automatic application tools. This technology made the painting experience faster, cleaner and better. The major concerns for customers identified by Berger's management team while getting one's house painted were as follows:

a) The dust generated during the surface preparation phase;

b) The quality of work, which depended on the experience or training of the applicators and

c) The duration of time to complete the painting project.

By introducing automatic application tools, your Company was able to address these issues easily. With time as a part of your Company's constant endeavor to innovate and provide the customers with a better, hassle free, cleaner and safer painting experience and your Company's aim to explore solutions for customer pain points, the investment made by your Company in leveraging evolving technology including use of artificial intelligence which has completely changed the painting experience. Additionally, your Company continuously engages with both homeowners and applicators to understand how we can further enhance the painting experience. Berger 'My Colour App' which incorporates augmented reality and artificial intelligence to simplify the process of selecting colour combinations for homes has been a standout success since the app has received fantastic reviews from customers across markets. The use of moisture meter to access the level of dampness in the walls is an answer to the traditional system of dependence on the competency of the contractor for prescribing the right water-proofing

solution which often proved inaccurate. The scientific method of accessing the dampness in the walls through the moisture meter gives an accurate reading of the extent of dampness in the walls thus simplifying the ways and means to address the problem by using the exact product/solution to get rid of **waterproofing** issues.

We at Berger have introduced the '**iTrain program**' as a CSR initiative towards skilling and up-skilling of painters through extensive training programs spread across the country. This program is aimed at equipping painters with innovative products and processes of painting resulting in better customer experience while improving the quality of life of those trained in these academies. To reach the far-flung areas and aspirational districts in India, the mobile iTrain program is being run by a reputed NGO, Smile Foundation as an implementing partner on behalf of the Company. The results have been extremely encouraging since partnering with Smile Foundation has brought in more efficiency into the program. Traditionally, painting has been a male dominated profession, though your Company is committed to empowering women in the industry by providing them with requisite training and vocational skills so that they take up painting as a profession. You may be happy to learn that quite a few success stories have already surfaced wherein women are seen to be performing extremely well.

Your Company is the **2nd largest player in the decorative paints** business in India. With an array of innovative and differentiated products, your Company was able to grow despite sluggish economic scenario, general elections in the 1st quarter of the financial year 2024-2025, extended monsoon and entry of new players in the paint industry. Though the luxury category was impacted, WeatherCoat Long Life showed signs of recovery in Quarter 4 of FY 2024-2025. In premium emulsion, Anti Dustt and Easy Clean had a robust volume growth while the economy segment was somewhat affected by competition. HomeShield continued to perform robustly. Your Company achieved robust volume and value growth in the Distributor category, Prolinks, Stores and IDEA segments.

The effort on the part of the Company towards protecting its Gold Card dealers, well designed loyalty programs, installation of color bank machines, addition in the number of Key Contractors are key to your Company's success. You may be happy to note that till 31st March, 2025 your Company has installed 62,338 color bank machines.

The level of incentives given to painters and contractors by your Company is lucrative and easy to redeem. With digitization of reward systems, the mode of redemption has become faster and simpler. The ERP modules integrated with business processes are already making a lot of difference and due to your Company's digitization readiness, it is well positioned to reap the benefits of technology.

Your Company's '**Shop In Shop**' concept is unique and is expected to give very good dividends in the coming years. With an eye to expanding the network, engaging with dealers, distributors, key contractors etc., your Company is well positioned to take on competition. Backed up by a motivated sales force, innovative products, trust and legacy of 100 years of existence, your Company is poised to grow in the decorative paints segment in the coming years.

The Prolinks performance has been encouraging, and its growth can be attributed to key account business, repainting business backed by efficient lead management and data analytics. Sales teams have been revamped to cater to various project sizes.

Berger HomeShield, since its inception in 2017, has become one of the main growth drivers for the Company. In FY 2024-2025, Berger HomeShield grew over the industry standard to become an eminent player in the field of construction chemicals and waterproofing. **In the construction chemicals category, Berger along with its subsidiary company STP Ltd. is fast growing No. 3 in India**. In FY 2024-2025, many innovative products were launched under Berger HomeShield to ensure state-of-the art solutions for our consumers. Our new product range 'Dampstop' and 'Roof Kool and Seal' have been accepted very well in the market and these 2 brands contributed significantly to the overall growth. With a complete range of products, we offer '**Basement to Roof**' solutions for any type of structure, be it individual houses or big commercial residential and infrastructure projects.

**Protecton: Your Company is the market leader in protective coatings in India**. Designed for demanding sectors such as oil refineries, power plants, railways, coastal installations, bridges etc., 'Protecton' offers bespoke, technologically advanced solutions that ensure durability, corrosion resistance and a long service life. Post the covid pandemic since 2020-2021 Protecton has shown resilience by maintaining an impressive 20% CAGR. Following the "MEGA" Model; 'M' stands for maintenance of existing business; 'E' stands for experiment, new initiative; 'G' stands for growth and 'A' for acceleration, Protecton was able to achieve robust growth year on year. With its innovative products, Protecton has been a part of several prestigious projects like the India International Convention and Expo Centre Yoshobhoomi, New Pamban Railway Bridge, Chenab Rail bridge, Chennai Airport, Bengaluru Airport, IOCL Paradeep Refinery, Numaligarh Refinery, BEML Mysore, Bhupen Hazarika Setu, Wankhede Stadium, Delhi – Meerut Regional Rapid Transit System (RRTS) station and depot to name a few. The continuous stride towards **Viksit Bharat@2047** indicates large investment in infrastructure projects, industrial development, sharp growth in CAPEX, more and more manpower productivity. In other words, the progress of Protecton division is driven by value innovation and closely aligns with national development initiatives such as Gati Shakti and Jal Jeevan mission. Protecton aims at selling solutions rather than products with a constant thrust on innovation and collaboration. Protecton aims at providing affordable and easy to apply products for its customers. Products like wet surface epoxy coatings, thermo indicative paint, solventless strong chemical resistant tank wash etc., are few examples of innovative and sustainable products which make a difference in the market. This division is also planning to export its products to atleast 20 countries in the near future.

**Auto GI and Powder**: Berger along with Berger Nippon Paints Automotive Coatings, Pvt Ltd (Joint venture between Berger and Nippon Paints Automotive Coatings Co. Ltd., Japan) **holds the No. 2 position in India in automotive paints**. During the financial year 2024-2025, the auto division had a decent value growth and a strong EBIDTA growth. The auto division achieved the best-ever EBIDTA to sales percentage during the year under review. Your Company during the financial year ended 31st March, 2025 introduced new generation, CED (tin free) in major commercial OEM's. Direct to Metal (DTM) product was approved by major OEM's in the construction equipment segment. Monocoat system was introduced for 2W/EV's in the OEM segment. This was a result of our R&D initiative resulting in niche products with cost advantage.

**General Industrial (GI): In GI category, your Company is a dominant player along with its wholly owned subsidiary SBL Specialty Coatings Pvt Ltd.** During 2024-2025, the industry growth was standard and therefore the market was tough. Inspite of tough market conditions, major inroads were made in the E-rickshaw segment. Inroads were also made in new metallic shades in the fan segment. The dealer network saw major expansion and almost 60% of the total sales were achieved through dealer network. With constant innovation, products like Internal Food Grade Clear coatings were introduced in MS barrels. These coatings ensure that barrels are chemically inert, preventing contamination of stored goods and making them safe for contact with food and beverages.

**Powder coatings**: Your Company's focus on profitability was maintained during FY 2024-2025, which impacted sales initially. Some price corrections were done to improve value growth. Your Company got a strong foothold in one of the largest Air Conditioner (AC) manufacturer in India and also got an entry into one of the largest AC vendor in India manufacturing for almost all brands in India. In the earthmover segment, your Company is a major supplier in one of the largest earthmover maker plant in India. Your Company also supplied powder coating products to the defence sector for coating the ammunition boxes supplied to defence only. Soft feel powder coatings designed for using on decorative components like bottles, domestic appliances, office furnitures etc., known for 'soft touch' or 'soft feel', provide a velvety, luxurious and often rubbery or leather-like surface texture on various materials, particularly plastics and metals. These coatings are designed to enhance the tactile experience of products, making them appealing to consumers. Your Company also started supplies in architecture segment, coating the aluminium channels. Heat resistant powder coating was developed which can withstand heat upto 650 to 700°C majorly used in auto mufflers, stove tops and barbeque grills.

**Research and Development (R&D):** Your Company's R&D actively focuses on innovative technology, energy efficiency, backward integration, developing new products and optimization of cost. Your Company also filed a patent during the previous financial year. The R&D function has been effectively supporting the business and is responsible for the Company's robust growth. With value for money and safe to use products, the customer experience has been better. Lean formulations, raw material options, process efficiency has ensured that our business remains profitable even in this competitive market. With an eye on sustainability, there is a constant endeavor to develop products and processes which are energy efficient with low carbon footprint with extended product life cycle. Laboratory Information Management System (LIMS) has been deployed during the previous financial year which is a software – based solution designed to manage and streamline laboratory operation at R&D. R&D function has all along been a key contributor to your Company's success story.

## Report of the Directors and Management Discussion and Analysis (contd.)

**Information Technology**: During FY 2024-2025, our digital transformation efforts remained centred on strengthening the organization's cybersecurity, automating key business-critical processes, optimizing costs and enhancing user experiences. Notably, we achieved zero cybersecurity incidents in the past fiscal year, thanks to the implementation of an AI powered Managed Detection and Response (MDR) system and Zero Trust Architecture (ZTA) framework. These measures fortified our security posture, enabling us to reach the GOLD standard in cybersecurity. We actively promoted cybersecurity awareness among all employees through regular training sessions held throughout the year. Additionally, our Friday Flyers initiative provided our users with up-to-date information on emerging security threats and guidance on mitigation strategies. Our business-critical applications, including Oracle ERP, o9 and Salesforce are fully secured, as are various on-premises solutions such as SharePoint, mobile apps and web portals hosted at our data center.

A major process automation milestone was the adoption of SharePoint as our Document Management System (DMS), serving as a central repository for documents such as supplier invoices received through platforms like iSupplier, VMS, Adex and a custom SharePoint app for the CIS desk. These systems are now integrated with SharePoint, streamlining document storage and retrieval. For business analytics, we deployed Tableau, developing over 90 dashboards in-house to support various business functions. As early adopters of AI within the paint industry, we leveraged multiple AI tools both in our security framework and in the My Colour App, enhancing customer experience by enabling colour simulations for end-users. In Salesforce, Einstein's predictive capabilities allowed us to identify high-value, high-intent leads. Our Warehouse Management System (WMS) was rolled out across 54 locations, comprising 3 plants and 51 warehouses during the year. We also developed an integrated portal-based application, eLabnotebook, for the R&D function, facilitating data capture, analysis and reporting. The RiiT portal was implemented to improve tracking of related party transactions and strengthen governance. We initiated the deployment of Oracle Enterprise Asset Management to monitor asset lifecycles and streamline maintenance processes, further enhancing governance and cost optimization.

Key initiatives to improve profitability included significant cost savings achieved through network optimization using SDWAN (Software Defined Wide Area Network) technology and upskilling our internal teams to reinforce support functions.

**Materials, Supply Chain & Logistics**: The procurement landscape remained challenging in the early part of the financial year ended 31st March, 2025, though raw material prices softened during the later part of the financial year. The procurement function also delivered substantial savings on account of developing alternate vendors, single source elimination, e-auction of containers and cartons and strategic purchase. Reducing dependence on imported goods by local purchases also resulted in saving cost.

The key differentiators for Berger's supply chain success during FY 2024-2025 was a result of initiatives to improve forecast accuracy, dissemination of information through tableau, planned automation for Outsourced Processing Centers (OPC's), Vendor Management System and o9 integration, automated dispatch urgency system, digitalization of supply from outsourced processing centers (OPC's), dispatch prioritization in Oracle, implementation of software for primary and secondary freight management. The closer to market strategy for vendors resulted in freight cost benefits, low inventory maintenance and direct dispatch advantage. With WMS (Warehouse Management System) being implemented across multiple plants and warehouses, the manual intervention is now limited resulting in better control. With increased SKU's, logistic function now requires planning level intervention to be efficient and cost competitive. Efforts are on to reduce packaging cost, encourage reverse auction for containers and shift material from barrel to tanks while transporting.

**Digital**: Your Company has been actively pursuing digital transformation initiatives to enhance its operations and customer experience. Your Company implemented 'Salesforce' as its Customer Relationship Management (CRM) system. The implementation enhanced customer satisfaction, improved dealer engagement, and ultimately resulted in boosting return on investment by streamlining operations and providing a centralised view of customer data.

End-to-End digitalisation of supply chain, implementation of warehouse management system (WMS), selection of a business management platform (o9) for supply chain management contributed to the robust growth of business. Additionally, tools like an e-compliance tracker and a manufacturing dashboard for real-time insights into production are some of the other key initiatives. Your Company also implemented various Digi Tech solutions to make business easy during the FY 2024-2025. Initiatives like 'Happay' for expense management, implementation of software for primary and secondary freight management, e Sambandh for online ordering and tracking of orders by contractors, 'My Color App' being AI enabled for preview and colour combinations,



Report of the Directors and Management Discussion and Analysis (contd.)

'Website 3.0' developed to be an adaptive corporate website, 'Suvidha 2.0' app for management of the entire painter ecosystem and fly wheel, 'iSupplier' portal for management of order servicing; Oracle Enterprise Asset Management (Oracle EAM), for tracking asset installation, maintenance cycle, replacement cycle, AMC status etc. only asserts the fact that we at Berger always focus on digitization for a better all round customer experience.

The **HR** function at Berger during FY 2024-2025 concentrated on arresting attrition, succession planning, leadership capability training, employee survey and other engagement initiatives.

**Manufacturing & EHS**: The manufacturing function was one among many success stories at Berger during the previous financial year. Your Company managed to lower cost/unit of paint manufactured in most factories by improving productivity in spite of increase in wages with a constant focus on 'Going Green.' Efforts were on to install solar roof/tubes, use Bio-Briquettes, encourage rainwater harvesting and try and reduce carbon footprint. With state-of-the-art safety norms and leveraged technology to monitor better, innovative ideas were at the core of every initiative. The manufacturing cost (₹/ Kg-Ltr.) came down as compared to the previous financial year, while productivity (Ltr-Kg/Man-hour) increased during FY 2024-2025 as compared to FY 2023-2024. During the year under review, brownfield capacity expansion was carried out at Gujarat and Rishra plant. Capacity expansion is underway at the Company's Hindupur plant. Increase in storage capacity was carried out in Pondicherry and Goa plant. Your Company, through automation, always aims at product quality and process improvement. At our Sandila factory, stitching, packing, printing are done through robots. As a result, work has been streamlined and work efficiency improved manifold. As a part of the sustainability initiatives, "Clean and Green initiative" has been introduced which is an innovative solvent recovery process, distilling used solvents from machine cleaning and reclaiming over 60% for resale or reuse, thereby significantly reducing carbon emissions. 'Project Ushma' aims to eliminate reliance on fossil fuel by using latent heat from production processes to replace boilers and heaters, enhancing cost savings and environmental stewardship. 'Project Uthan' and Harmony R focuses on process optimisation, reducing cycle time and energy consumption while harmonising operations across facilities for higher productivity. 'Project Sanchayan' and 'Project Jal' are successfully going on and their footprints have increased across other manufacturing facilities. Woman empowerment through 'Stree Shakti' has also been extremely successful. On the safety aspect, there has been a constant endeavour towards educating the workforce on behavioural safety. With projects like "Power to Stop", even people not from safety team has the power to stop operations in case any safety glitch is noticed in the factory premise which has resulted in decrease in the first aid cases. 'Incident and Near Miss reporting', 'reporting of unsafe acts and conditions' online has resulted in a much safer work environment. With the introduction of 'Danger Experience Lab' in each of our plants for training and enhancement of knowledge, the people working in the plants are made aware of the process hazards. For Green Field expansions, 'Construction Safety manual' has been designed for contractors emphasizing on safety while they are at work. Our engineering team also worked tirelessly to complete our new Corporate Office at Newtown, Kolkata within the scheduled time frame.

Your Company, through its subsidiaries are present in Nepal, Russia, Poland and United Kingdom. In Nepal, it is holding No. 2 position with sizeable and long-standing presence in decorative business. In Russia, it is into niche business in decorative paints. In Poland, it is dominant in External Thermal Insulations Composite Systems (ETICS) through acquisition of Bolix SA. In the United Kingdom, the subsidiary is operating in Exterior Insulation Finish System (EIFS)/ETICS/ECO funding homes for heating grants in the United Kingdom and France.

### Focus and Outlook for 2025-2026

The Global Economic Outlook for 2025-2026, remains clouded by multiple challenges: The pace of disinflation losing momentum; elevated public debt across several economies; protracted geopolitical tensions; heightened trade tensions; financial market volatility and climate shocks. The Global economy is projected to grow by 2.8% in 2025 and 3% in 2026 as per reports published by International Monetary fund.

The outlook for the Indian economy however remains promising. The Indian economy is poised to sustain its position as the fastest growing major economy during 2025-2026, supported by pick-up in private consumption, healthy balance sheets of banks and corporates, easing financial conditions and governments continued thrust on capital expenditure. However, uncertainty about global trade post-protectionist measures, protracted geopolitical tensions and global financial market volatility pose downside risks to the growth outlook and upside risks to the inflation outlook.

## Report of the Directors and Management Discussion and Analysis (contd.)

In 2025-2026, markets will closely track the implications of tariff policies of the United States and reciprocal measures by others, as an uncertain policy environment may instil volatility in global financial markets. Amidst multiple global headwinds, the central government sustained its fiscal consolidation efforts, supported by buoyant tax revenues and prudent expenditure management.

The Indian Paints industry is anticipated to experience modest growth in FY 2025-2026, driven by favourable macroeconomic conditions, rising urbanisation and increased construction and infrastructure development activities. The growth can also be attributed to decent demand in the decorative segment driven by higher disposable incomes, innovative and ecofriendly products, premiumisation trends and government initiatives like the PM Awas Yogana and Smart City Mission. The industrial segment is also projected to maintain healthy momentum, supported by automotive including EV production and investment in infrastructure expansion.

The competition in the Indian Paints market is increasing with the entry of new players. This in turn is paving the way for further investment, innovation, and enhanced distribution networks. While the sector may face various challenges, the companies are expected to mitigate these challenges through product innovation, focus on sustainability, digitization and easy to apply eco-friendly products.

### Projects

During the year under review, the Company's new state-of-the-art, Corporate Office at Newtown, Kolkata with modern amenities and futuristic design has been inaugurated and occupied.

Brownfield expansion has been carried out at the Company's Jejuri Plant for automative and industrial paints. In order to ensure better serviceability, automated filling machines have been installed at our Pondicherry plant. The warehouse facility at Pondicherry has also been revamped. Also, brownfield expansion was carried out at Hindupur Plant for CED Resin and Paste.

The construction of new plant for the company's 100% subsidiary, SBL Specialty Coatings Private Ltd. at Lalru, Punjab for specialty industrial coatings, is approaching completion and will be fully commissioned in this FY 2025-2026.

Roof top Solar Power Plants had been installed in almost all the Plants in compliance with the prevailing state norms. During the year, the Company has further set up a rooftop solar power plant at its new Corporate Office at Newtown, Kolkata. All the solar plants commissioned till date have excelled the savings estimated during the design stage.

The Company has initiated Brownfield Expansion to manufacture Solvent base Decorative paints, Industrial paints, Wood Coating along with intermediate (Resin) at its existing Hindupur plant. The construction work has started at the site after obtaining the necessary statutory approvals. The project is set to be commissioned in the current FY 2025-2026.

The Company had acquired land measuring around 30 Acres at Panagarh, Paschim Bardhaman District, West Bengal from the West Bengal Industrial Development Corporation Limited (WBIDC) for setting up a manufacturing unit for water-based paints, industrial paints and resins. Process of obtaining the statutory approvals is in progress and the execution will be started after obtaining the same. The project is expected to be commissioned in FY 2026-2027, subject to receipt of all necessary approvals.

The Company has been allotted land measuring around 80 acres at Mouza Kalibeti, within the Khordha Tahasil district Khordha, Odisha by the Odisha Industrial Infrastructure Development Corporation (Government of Odisha Undertaking) for setting up a manufacturing unit for water based paints, solvent base decorative paints, industrial paints along with intermediates i.e., resins and emulsions. Process of obtaining the statutory approvals for setting up the factory will commence shortly.

### Opportunities and Threats

The paint and coatings industry in India backed by Government impetus for 'Make-in-India' campaign has created additional demand for paints and coatings. Government schemes like PM-Awas Yojana has paved the way for creating demand for the paint and coatings industry. The rise in Real estate demand, Government's thrust on infrastructure projects drives demand for paint and coatings.

With more and more premium products in paints and coatings coupled with the rise in disposable income, there is an increased demand for expensive, high-quality paints. With the intervention of Digital initiatives including AI, customer experience has now shifted completely. Often in cities we see that customers are not only buying paints but also hiring trained applicators to complete



Report of the Directors and Management Discussion and Analysis (contd.)

their painting job with a growing focus on aesthetics. With the growing population, increased rental homes, shortened repainting cycle, the demand for paints will grow with time. Awareness towards sustainable and ecofriendly paints, customizable solutions, innovative finishes will only drive the growth of paint and coatings industry in India. With innovative and easy to apply solutions in waterproofing and construction chemicals, the demand for such products are on the rise. Steady growth in the automotive, general industrial and powder coatings segments caters to the demand for specialized coatings.

Geopolitical tension, supply chain disruptions, tariff barriers pose threat to the paint and coatings industry. Due to the growing dependence on digital and AI, the threat of cyber-attacks has increased manifold in the paint and coatings industry. This may result in operational disruption and loss of data which may in turn disrupt manufacturing and supply chain processes. Currency fluctuations, duties and quality control orders may increase the cost of imported raw materials resulting in an increase in the cost of production. With more and more new players entering the paint and coatings industry in India, there is intense competition leading to aggressive pricing strategies and reduced margins.

### Risks and Concerns

The Company has the Risk Management and Materiality Policy approved by the Business Process and Risk Management Committee, Audit Committee and the Board of Directors. The policy provides a well-articulated framework for identification of risks inherent in the business operations of the Company and the methods of mitigation in a lucid manner on a continuous basis which are periodically reviewed and modified considering the size and the complexities of the business and the regulatory requirement from time to time. The risk management and materiality policy can be viewed at the following weblink: **https://www.bergerpaints.com/about-us/risk-management-policy.html**.

The last five years has seen many uncertainties and challenges with the war in Europe still continuing and the people of the world coming in terms with the disruptions caused due to the COVID-19 pandemic. Global inflation eased to 5.7% in 2024 from 6.6% in 2023, reflecting the impact of gradual monetary tightening and easing supply chain constraints, but remained above pre-pandemic levels, largely driven by persistent price pressures in the services sector.

Beyond the uncertainties, fortunately with innovative products, enthusiastic workforce, strong market presence and constant focus on profitability with young aspirational population at large, increase in consumption of paint is likely to happen. With the focus of the Company to cater to the needs of various strata of population striving to give them a better customer experience, the Company is confident to grow and achieve higher numbers inspite of entry of new players in the paints and coatings space.

The short-term and long-term goals and strategies need to be reviewed regularly in order to be ready and adaptable to the change.

### Internal Control Systems and their Adequacy

The Internal Control Systems of the Company are robust and commensurate with the nature, size and complexity of its business. Well-designed internal financial control measures as laid down and adopted continue to be followed by the Company. Policies and procedures, as approved by the Board have been adopted by the Management of the Company for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. Good governance, well defined systems and processes and policies, risk assessment, a vigilant control function, communication and monitoring and an independent internal audit function are the foundation of the internal control systems. The Internal Audit function of the Company continues to provide assurance on functioning and quality of internal controls along with adequacy and effectiveness through periodic reporting. The Internal Risk and Control function also evaluates organizational risk along with controls required for mitigating those risks. The control activities continue to incorporate, among others, continuous monitoring, routine reporting, digital business environment with minimum possible manual intervention, checks and balances, purchase policies, authorization and delegation procedures, audits including compliance audits, which are periodically reviewed by the Audit Committee and the Business Process and Risk Management Committee. The performance of the Internal Audit department is also reviewed by the Audit Committee and Board and improvements advised. Your Company has a Code of Conduct for all employees and a clearly articulated and internalized delegation of financial authority. Your Company also takes prompt action on any violation of the Code of Conduct by its employees.

## Report of the Directors and Management Discussion and Analysis (contd.)

The Company's Enterprise Resource Management Systems with Standard Operating Procedures based on work flows and process flow charts also provide a comfort in this regard. The Company is fully geared to implement any statutory recommendation which may be made in this regard.

### Key Financial Ratios

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | Current Year 2024-2025 | Previous Year 2023-2024 | Current Year 2024-2025 | Previous Year 2023-2024 |
| Debtor's Turnover | 9.53 | 10.15 | 8.05 | 8.73 |
| Inventory Turnover | 3.10 | 3.11 | 3.18 | 3.16 |
| Interest Coverage ratio* | 28.34 | 21.26 | 23.74 | 19.56 |
| Current Ratio | 2.08 | 1.78 | 2.05 | 1.83 |
| Debt Equity Ratio# | 0.09 | 0.12 | 0.11 | 0.14 |
| Operating Profit Margin | 13.34 | 13.74 | 13.31 | 14.03 |
| Net Profit Margin | 10.60 | 10.15 | 10.25 | 10.45 |
| Return on Net Worth** | 20.17 | 21.83 | 20.47 | 23.65 |

**Note:** * There was a 33.30% change in Company's Standalone Interest Coverage Ratio on account of decrease in borrowings in current financial year as compared to previous financial year.

# There was a 25% change in Company's Standalone Debt Equity Ratio on account of decrease in borrowings in current financial year as compared to previous financial year.

**There was a 7.60 % change in Company's Standalone Return on Net Worth as well as 13.45% change in Company's Consolidated Return on Net Worth on account of higher increase in average shareholder's equity in comparison to increase in profit before interest and tax.

### Adequacy of Internal Financial Controls Related to Financial Statements

The Company has policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial disclosures, which are reviewed by the Board and Audit Committee from time to time.

### Employee Stock Option Scheme

The amended ESOP Scheme was approved by the shareholders of the Company through the Postal Ballot on 17th September, 2024. Under the amended Scheme the Compensation and Nomination and Remuneration Committee granted 2,01,206 options to 98 eligible employees including the Managing Director & CEO and CFO.

| S. No. | Name & Designation | No. of options granted |
|---|---|---|
| 1 | Mr Abhijit Roy – Managing Director & CEO | 14,099 |
| 2 | Mr Kaushik Ghosh – CFO | 3,525 |



Report of the Directors and Management Discussion and Analysis (contd.)

The Compensation and Nomination and Remuneration Committee during the financial year 2024-25 has also allotted 98,730 equity shares of ₹1 each (face value) to eligible employees (including Key Managerial Personnel) upon exercise of options earlier granted to them. The allotment of the aforesaid shares were made on 4th December, 2024 (35,128 equity shares) and on 27th January, 2025 (63,602 equity shares) respectively.

For further details, please refer to **Annexure II** to this report where detailed information required to be disclosed in terms of the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are enclosed.

Please also visit the weblink: **https://www.bergerpaints.com/investors/download** for disclosures under Regulation 14 of the aforesaid Regulations.

### Human Resources

**At Berger Paints, our people are the cornerstone of our success**. Guided by our core values—**accountability, customer orientation, ethics, integrity, trust and respect**—we foster a progressive and inclusive workplace where every employee feels valued, supported and empowered to grow.

Our organizational culture is built on four key pillars that shape our management philosophy:

- **Open & Non-Hierarchical:** Encouraging psychological safety, open dialogue and continuous learning across all levels.
- **Humble & Compassionate:** Leading with empathy, respect and kindness to nurture a collaborative and caring environment.
- **Autonomy & Experimentation:** Empowering individuals with freedom and ownership to innovate and drive impact.
- **Agile and Process-Driven:** Promoting adaptability, execution, excellence and speed through well-structured processes.

These pillars are reinforced by the **Berger Leadership Competencies** that define how we lead and grow, which include result orientation, innovation and change, building and developing talent, business acumen and curiosity.

Together, our values, culture pillars and leadership competencies form the foundation of a future-ready, high-performance organization—committed to developing leaders, driving innovation and delivering sustainable growth.

In FY 2024–2025, we focused on strengthening leadership and functional capabilities across the organization. During the year the Company launched several initiatives and certification programmes towards achieving the same. Some of these initiatives are Market Acumen Readiness Certification institutionalized for new Sales Trainees; Berger Academy, powered by Oracle HCM's LMS to digitalize learning at scale; TOPGUN initiative for targeting Key Talent identified through our Annual Succession Planning and Talent Review process and Young Talent Management Program to name a few.

**Talent Acquisition and Campus Engagement**

We continued to build our early talent pipeline through structured campus programmes:

- **FLAME**, for management trainees,
- **IGNITE**, our Summer Internship Program for Sales & Marketing,
- **Graduate Engineer Trainee (GET)** and **Sales Trainee hiring** programmes.

We also launched the **Berger IMI Program**, a job-guaranteed, 12-month development journey split into 6 months of classroom training and 6 months of on-the-job learning—ensuring job readiness from day one.

To deepen regional connect and improve frontline retention, we enhanced **targeted hiring from local colleges**, especially for upcountry sales territories.

## Report of the Directors and Management Discussion and Analysis (contd.)

**Employee Engagement & Recognition**

In FY 2024–2025, we focused on leadership connect and real-time recognition to strengthen employee engagement.

**MD & CEO town halls** remained a key forum for transparent communication and strategic alignment. Recognition was driven through **Spotlight Awards** in retail sales and **Long Service Awards** for employees completing 15, 20 and 25 years of service.

We also institutionalized functional **Rewards and Recognition ceremonies** during forums such as Depot Managers' Meet, Distribution Meet and BD Meet—offering timely appreciation for individual and team excellence.

**Digital HR Transformation**

A major milestone this year was our transition from **Darwinbox to Oracle HCM**, establishing a unified, intelligent HR ecosystem.

This move digitized all core HR modules—including **Employee Lifecycle, PMS, LMS, Recruitment, Onboarding, Analytics and Succession Planning**—enabling full automation of processes, advanced self-service and real-time dashboards for data-driven decision-making. The transformation has significantly enhanced HR efficiency and employee experience.

**Diversity, Equity and Inclusion**

We continued to advance diversity and inclusion through initiatives like Stree Shakti, aimed at empowering women in the workforce. Fair and merit-based practices were upheld across hiring, promotions and career development, with regular policy reviews to ensure equity.

**Industrial Relations and Workforce Strength**

The industrial relations climate remained peaceful and collaborative throughout the year. As of 31st March 2025, our employee strength stood at 4,760 (as compared to 4,445 on 31st March 2024), reflecting growth aligned with business expansion.

As we move forward, we remain committed to building a future-ready, purpose-driven organization that is powered by its people. With our talented and passionate teams, we look forward to continuing our legacy of excellence and driving long-term value for all stakeholders.

### Transfer of Shares to the Investor Education and Protection Fund

The Ministry of Corporate Affairs (MCA) vide notification no. S.O.2866 (E) dated 5th September, 2016 enforced Sections 124(6) and 125 of the Companies Act, 2013 (hereinafter "the Act") read with the Investor Education and Protection Fund [IEPF] (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), which require companies to transfer the underlying shares to the IEPF, in respect of which the dividends have remained unclaimed for a consecutive period of seven years. Accordingly, during the year under review, on 3rd January, 2025, the Company had transferred 1,66,246 equity shares to the IEPF.

### Prevention of Sexual Harassment

The Company has adopted zero tolerance for Sexual Harassment at Workplace and has formulated a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder for Prevention and Redressal of Complaints of Sexual Harassment at Workplace. Awareness programmes were conducted by the Company during the year.

Berger Paints- Prevention of Sexual Harassment of Women at Workplace Policy can be viewed at:
**https://www.bergerpaints.com/about-us/policies/sexual-harassment-women-workplace-policy**

The Company has complied with the provisions laid down in the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Such committee has been set up and the complaints with regard to Sexual Harassment of women at Workplace are placed before the committee for investigation.

During the year under review, two complaints relating to Sexual Harassment were received and investigated. The complaints have been closed and necessary action has been taken by 31st March, 2025.



Report of the Directors and Management Discussion and Analysis (contd.)

### Subsidiaries and Joint Ventures

Your Company has the following 5 wholly-owned subsidiaries as on the date of this report: - (i) Beepee Coatings Private Limited ("Beepee Coatings") in Gujarat; (ii) Berger Paints (Cyprus) Limited ("Berger Cyprus") in Cyprus; (iii) Lusako Trading Limited ("Lusako Trading") in Cyprus; (iv) Berger Jenson & Nicholson (Nepal) Private Limited ("BJN-Nepal") in Nepal and (v) SBL Specialty Coatings Private Limited ("SCPL") in Chandigarh.

The following companies are wholly-owned subsidiaries of the Company's above named subsidiaries: - (i) Bolix S.A., Poland – wholly-owned subsidiary of Lusako Trading; (ii) Berger Paints Overseas Limited ("BPOL"), Russia - wholly-owned subsidiary of Berger Cyprus. Bolix S.A., Poland has 5 subsidiaries, viz.: Bolix UKRAINE sp.z.o.o., Ukraine ("Bolix Ukraine"), Build Trade sp.z.o.o.,Poland ("Build Trade Poland"), Soltherm External Insulations Limited, U.K. ("Soltherm U.K."), Soltherm Isolations Thermique Exterieure SAS, France ("Soltherm France") and Surefire Management Services Ltd., UK.

Surefire Management Services Ltd., UK ("SMS"), was a joint venture of Bolix S.A., Poland with Green Dynamo Ltd., U.K. In April 2024, Bolix S.A. acquired the balance 25% shares of SMS from Green Dynamo Ltd., U.K. Consequently, SMS has now become a wholly owned subsidiary of Bolix S.A.

The Company has three other subsidiaries viz., Berger Rock Paints Private Limited (the other shareholder being Rock Paints Co. Ltd., Japan), Berger Hesse Wood Coatings Private Limited (the other shareholder being Hesse Shares GmbH, Germany) and STP Limited. The statement relating to the above companies as specified in Sub-Section (3) of Section 129 of the Companies Act, 2013 is attached to the Report and Accounts of the Company.

Beepee Coatings Private Limited earned a revenue from operations of ₹38.90 Crore during the year under review.

Berger Paints (Cyprus) Limited ("Berger Cyprus") is a special purpose vehicle for the purpose of making investments in your Company's interests abroad and so is Lusako Trading Limited.

The consolidated revenue from operations of Lusako Trading Limited and Bolix S.A. (including its subsidiaries) is ₹614.77 Crore during the year under review. During the year under review, BJN-Nepal showed good performance with a revenue from operations of ₹187.90 Crore.

SBL Specialty Coatings Private Limited (earlier known as Saboo Coatings Private Limited) continued to perform well with a revenue from operations of ₹173.62 Crore during the year 2024-2025.

The consolidated revenue from operations of Berger Paints (Cyprus) Limited and its subsidiary Berger Paints Overseas Limited ("BPOL") was ₹16.70 Crore.

Berger Rock Paints Private Limited ("Berger Rock"), recorded revenue from operations of ₹38.26 Crore during the year ended 31st March, 2025.

Berger Hesse Wood Coatings Private Limited ("BHWCPL") (earlier known as Saboo Hesse Wood Coatings Private Limited) recorded revenue from operations of ₹23.14 Crore during the year ended 31st March, 2025.

STP Limited recorded revenue from operations of ₹391.24 Crore during the year ended 31st March, 2025.

Berger Becker Coatings Private Limited, the Company's joint venture with Becker Industrial Coatings Holding AB, Sweden, showed good performance with revenue from operations of ₹312.27 Crore.

Berger Nippon Paint Automotive Coatings Private Limited ("BNPA"), the Company's joint venture with Nippon Paint Automotive Coatings Co. Ltd, Japan, posted revenue from operations of ₹372.21 Crore.

The salient features of the financial statements of subsidiaries, associate companies and joint ventures are given in the Statement in Form AOC-1 forming a part of the financial statement attached to this Directors' Report and pursuant to first proviso to Sub-section (3) of Section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

## Report of the Directors and Management Discussion and Analysis (contd.)

Pursuant to Regulation 16(1)(c) of the amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations"), a material subsidiary shall be a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively of the Company and its subsidiaries, in the immediately preceding accounting year. At present, there is no such material subsidiary of the Company within the meaning of the above Regulation.

### Consolidated Financial Statements

The duly audited Consolidated Financial Statements as required under the Indian Accounting Standard 110, provisions of Regulation 33 of the Listing Regulations and Section 136 of the Companies Act, 2013 have been prepared after considering the audited financial statements of your Company's subsidiaries and appear in the Annual Report of the Company for the year 2024-25.

### Corporate Governance

Your Company re-affirms its commitment to the standards of corporate governance. This Annual Report carries a Section on Corporate Governance and benchmarks your Company with Regulation 34(3) of the Listing Regulations.

Pursuant to the Listing Regulations, as amended, a certificate obtained from a Practising Company Secretary certifying that the Directors of the Company are not debarred or disqualified from being appointed or to continue as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs, forms part of the report as **Annexure B** to the Corporate Governance Report.

In terms of Regulation 24A of Listing Regulations, Section 204 of the Companies Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), your Board at its meeting held on 14th May, 2025 appointed Messrs Anjan Kumar Roy & Co., Practising Company Secretaries (Firm Unique Code: S2002WB051400) as the Secretarial Auditor of the Company to conduct audit of the secretarial records for a term of five consecutive years commencing from 1st April, 2025 and to submit the Secretarial Audit Report, subject to approval of the shareholders at the ensuing Annual General Meeting.

The Secretarial Audit Report as on 31st March, 2025 received from Messrs Anjan Kumar Roy & Co., Company Secretaries in the prescribed Form No. MR-3 is annexed to this Board's Report and marked as **Annexure IV**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. An Annual Secretarial Compliance Report as per Securities and Exchange Board of India circular dated 8th February, 2019 and as amended vide NSE circular dated 16th March, 2023 and 10th April, 2023 is also attached as **Annexure V** as an additional disclosure.

### Compliance with the Secretarial Standards on Board and General Meetings

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI). In this regard, the Company has devised proper systems to ensure compliance of SS-1 and SS-2 and that such systems are adequate and operating effectively.

### Technology Agreements

Your Company has a Technical License Agreement with Nippon Paint Automotive Coatings Co. Ltd. of Japan.

### Fixed Deposit

The Company had earlier discontinued acceptance of fixed deposits since 2002 and accordingly, no fresh deposit was accepted during the year. As per the provisions of Section 125 of the Act, all unclaimed deposits have been transferred to Investor Education and Protection Fund (IEPF).



Report of the Directors and Management Discussion and Analysis (contd.)

### Weblink of Annual Return

The draft Annual Return (e-form MGT-7) for the financial year ended 31st March, 2025 is placed on the website of the Company i.e., **https://www.bergerpaints.com/investors/download** which is in compliance with the Companies (Amendment) Act, 2017, effective from 28th August, 2020. The e-form MGT-7 shall be filed with the MCA upon the completion of the 101st Annual General Meeting of the Company as required under Section 92 of the Companies Act, 2013 and the Rules made thereunder and a copy of the same shall be placed on the website of the Company.

### Business Responsibility and Sustainibility Report

SEBI has made it mandatory to publish a Business Responsibility and Sustainability Report (BRSR) by the top 1000 listed companies based on market capitalization in their Annual Report, in terms of Regulation 34(2)(f) of the Listing Regulations and file the same with the stock exchanges w.e.f FY 2022-2023. SEBI vide circular dated 28th March, 2025 has updated the format for Business Responsibility and Sustainability Report. Earlier, SEBI had introduced BRSR Core for assurance by listed entities (applicable to top 250 listed entities based on market capitalization for FY 2024-2025), vide circular dated 12th July, 2023. The BRSR Policy can be viewed at **https://www.bergerpaints.com/about-us/policies/business-responsibility-and-sustainability-policy**. The BRSR report alongwith the assurance forms part of this report and is marked as **Annexure VII**.

### Particulars of Employees

The information required under Section 197, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the report and financial statements are being sent to Members and others entitled thereto, excluding the information on employees' particulars, which will be available for inspection up to the date of the AGM. Members can view such information by sending an email to **sumandey@bergerindia.com/rajibde@bergerindia.com**.

Further, we confirm that no employee employed throughout the financial year or part thereof received remuneration in the financial year that, on the aggregate, was more than that drawn by the Managing Director and Whole-time Directors and holds by himself or along with his spouse and dependent children more than 2 per cent of the equity shares of the Company.

The Managing Director & CEO of the Company has not received any remuneration or commission from any of the subsidiary companies.

### Directors' Responsibility Statement

Your Directors wish to inform that the Audited Accounts containing Financial Statements for the financial year ended 31st March, 2025 are in full conformity with the requirements of the Act. They believe that the Financial Statements reflect fairly, the form and substance of transactions carried out during the year and reasonably present your Company's financial condition and results of operations.

Your Directors further confirm that:

i) The applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given,

ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period,

iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,

## Report of the Directors and Management Discussion and Analysis (contd.)

iv) The Accounts have been prepared on a going concern basis,

v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively,

vi) The Directors have devised proper systems to ensure proper compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Policy on Appointment and Remuneration of Directors, Key Managerial Personnel and Other Employees

The Company has formulated a Remuneration Policy pursuant to the provisions of Section 178 and other applicable provisions of the Act and Rules thereof. The policy is based on the guiding principle aimed towards retaining and rewarding performers. There has been no change in the said policy during the financial year ended 31st March, 2025.

The Policy is available at the weblink **https://www.bergerpaints.com/about-us/policies/remuneration-policy**.

### Qualification or Reservations in the Statutory and Secretarial Audit Reports

Your Board has the pleasure in confirming that no qualification, reservation, adverse remark or disclaimer has been made by the Statutory Auditors and the Company Secretary in Practice in their Audit Reports issued to the members of the Company. The Statutory Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143 (12) of the Act.

### Share Capital

The Authorised Share Capital of your Company as on 31st March, 2025 stood at ₹120,00,00,000 divided into 120,00,00,000 equity shares of ₹1/- each. The Issued Share Capital of your Company is ₹116,59,86,259 divided into 116,59,86,259 equity shares of ₹1/- each and the subscribed and paid-up capital is ₹116,58,94,779 divided into 116,58,94,779 equity shares of ₹1/- each fully paid-up. The subscribed and paid-up equity share capital as on 31st March, 2025 consists of 98,730 equity shares allotted under ESOP scheme of the Company during the year.

### Credit Rating

Credit ratings obtained by the Company during the relevant financial year, for facilities specified in the table below are as follows: -

| Name of Entity | Instrument | Rating |
|---|---|---|
| CRISIL | Fund Based facilities from Banks | CRISIL AAA /Stable |
| CRISIL | Non Fund Based facilities from Banks | CRISIL A1+ |
| CRISIL | Commercial Paper | CRISIL A1+ |
| CARE | Commercial Paper | CARE A1+ |

There was no revision in rating during the year.

### Loans, Guarantees and Investments

Particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in Note Nos. 9, 18 and 7 of the standalone financial statements.



Report of the Directors and Management Discussion and Analysis (contd.)

### Related Party Transactions

The Company has always been committed to good corporate governance practices, including in matters relating to Related Party Transactions (RPTs). Endeavour is consistently made to have only arm's length transactions with all parties including Related Parties. The Board of Directors of the Company has a "Policy on Related Party Transactions" in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and Section 188 of the Companies Act, 2013 since 26th September, 2014. The policy is available at the following weblink: **https://www.bergerpaints.com/about-us/rpt-policy.html**. The Company has also developed a Related Party Transactions ('RPTs') Manual and Standard Operating Procedures to identify and monitor RPTs. The Company has developed a platform to automaticaly capture RPT's for better control.

All transactions with related parties are placed before the Audit Committee for approval and Board, as applicable. Prior omnibus approval of the Audit Committee is obtained for all the RPTs, which are foreseeable and repetitive and/or entered in the ordinary course of business and are at arm's length basis.

All related party transactions entered during the year were in ordinary course of the business and at arm's length basis. No material related party transactions, i.e., transaction with a related party exceeding Rupees one thousand crore or 10% of the annual consolidated turnover, as per the last audited Financial Statements of your Company whichever is lower, were entered during the year by your Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

### Policy to Determine Material Events

As per the Listing Regulations, the Company has framed a policy for determination of materiality, based on criteria specified in the Regulations. The web link of the policy is as follows:
**https://www.bergerpaints.com/about-us/policies/policy-determine-material-events**.

### Policy for Preservation of Documents

As per Regulation 9 of the Listing Regulations, the Company has framed a policy for Preservation of Documents, based on criteria specified in the said Regulations.

The Policy is available at the web link **https://www.bergerpaints.com/about-us/policies/policy-preservation-documents**.

### Significant Changes

During the financial year 2024-2025, no significant change has taken place which could have an impact over the financial position of the Company. Further, except those disclosed in this Annual Report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year i.e., 31st March, 2025 and the date of this Report.

### Dividend

The total comprehensive income of the Company is ₹1077.72 Crore for the year 2024-2025.

Your Directors have recommended a dividend of ₹3.80 per equity share of ₹1/- each for the financial year ended 31st March, 2025. Dividend is subject to approval of the shareholders at the ensuing Annual General Meeting. The dividend, if approved, will absorb an amount of ₹ 443.04 Crore (compared to ₹408.03 Crore in the previous year), based on the current paid-up capital of the Company. The dividend will be paid to those Members who hold shares: (i) In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on Tuesday, 5th August, 2025 being the Record Date, (ii) in physical form, if the names appear in the Company's Register of Members as on Tuesday, 5th August, 2025 being the Record Date.

The Company has not transferred any amount to the General Reserve during the financial year ended 31st March, 2025.

## Report of the Directors and Management Discussion and Analysis (contd.)

In accordance with Regulation 43A of the Listing Regulations, the Company has formulated a Dividend Distribution Policy. The Dividend Distribution Policy (though optional) is annexed to this Report (marked as **Annexure I**). The Policy is available at the following weblink **https://www.bergerpaints.com/about-us/dividend-distribution-policy.html**.

In terms of the provisions of Section 124 of the Act, your Company has transferred an amount of ₹1,36,59,099.00 for 2016-17, (Final) to the Investor Education and Protection Fund in respect of dividend amounts lying unclaimed or unpaid for more than seven years from the date they become due.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has filed the necessary form and uploaded the details of unclaimed amounts lying with the Company, as on 31st March, 2017 (Final).

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax, Act 1961, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, your Company shall make the payment after necessary deduction of tax at source.

### Conservation of Energy & Technology Absorption

Information pursuant to Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 (as amended), is annexed as **Annexure VI** of this report.

### Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings and Outgo of the Company are ₹3.17 Crore and ₹1,195.75 Crore respectively. Primarily, earnings were from exports and consultancy services and outgo was towards import payments.

### Statement of Evaluation of Board of Directors and Committees thereof

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

i. Board of Directors as a whole.

ii. Committees of the Board of Directors.

iii. Individual Directors including the Chairman of the Board of Directors.

In compliance with the requirements of the provisions of Section 178 of the Act, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January 2017, your Company has carried out an Online Performance Evaluation process for the Board/Committees of the Board/Individual Directors including the Chairman of the Board of Directors for the financial year ended 31st March, 2025. During the year under review, the Company has complied with all the criteria of Evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation'.

The key objectives of conducting the Board Evaluation process were to ensure that the Board and various Committees of the Board have appropriate composition of Directors and they have been functioning collectively to achieve common business goals of your Company. Similarly, the key objective of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in the Board/Committee Meetings and contribute to achieve the common business goals of the Company.

The Directors carry out the aforesaid Online Performance Evaluation in a confidential manner and provide their feedback on a rating scale of 1-5. Duly completed formats were sent to the Chairman of the Board and the Chairman/Chairperson of the respective Committees of the Board for their consideration. The Performance Evaluation feedback of the Chairman was sent to the Chairman of the Compensation and Nomination and Remuneration Committee ("the Remuneration Committee").

This year also, the outcome of such Performance Evaluation exercise was discussed at a separate meeting of the Independent Directors held on 11th February, 2025 and was later tabled at the Compensation and Nomination and Remuneration Committee



Report of the Directors and Management Discussion and Analysis (contd.)

meeting held on the same day. The Compensation and Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation Process to the Board of Directors and the same was tabled at the Board Meeting held on 11th February, 2025.

After completion of online evaluation process, the Board of Directors at its Meeting held on 11th February, 2025, also discussed the Performance Evaluation of the Board, its Committees and individual Directors. The performance evaluation of Independent Directors of the Company were done by the entire Board of Directors, excluding the Independent Directors being evaluated and after being satisfied with the outcome, it was noted that the Committees were working effectively.

Pursuant to Section 178(3) of the Act and Regulation 19 of the Listing Regulations, the Remuneration Committee is entrusted with responsibility of formulating criteria for determining qualifications, positive attributes and independence of an Independent Director. This can be viewed at **https://www.bergerpaints.com/about-us/policies/criteria-determining-qualification-positive-attributes-and-independence**.

### Significant and Material Order passed by Regulators or Courts or Tribunals impacting the Going Concern Status and Operations of the Company

Pursuant to Section 134(3)(q) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, it is stated that no material order has been passed by any regulator, court or tribunal impacting the Company's operations and its going concern status during the financial year 2024-2025.

No application has been made under the Insolvency and Bankruptcy Code, 2016 against the Company; hence the requirement to disclose the details are not applicable. The requirement to disclose the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

### Board of Directors, Board Meetings and Key Managerial Personnel

Your Company's Board is duly constituted and in compliance with the requirements of the Act, the Listing Regulations and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom, expertise and experience commensurate with the scale of operations of your Company.

### Composition of Board

The Board comprises 10 Directors of which, 1 is an Executive Director, 4 are Non-Executive, Non Independent Directors (all are part of the promoter group) and 5 are Non-Executive, Independent Directors. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Act.

### Meetings

During the year under review, a total of five Meetings of the Board of Directors of the Company were held, i.e., on 17th and 18th April, 2024, 15th May, 2024, 09th August, 2024, 05th November, 2024 and 11th February, 2025. Also, the Board of Directors have passed 13 (thirteen) resolutions by circulation. Details of Board composition and Board Meetings held during the financial year 2024-2025 have been provided in the Corporate Governance Report – **Annexure VIII** which forms part of this Annual Report.

### Integrated Report

In keeping with our tradition of building long-term relationships with the stakeholders, in 2024, the Company transitioned to integrated reporting by adopting the Integrated Reporting (<IR>) framework of the IFRS Foundation. This year marks the 2nd year of Integrated Reporting. The Integrated Annual Report highlights the measures taken by the Company that contributes to long-term sustainability and value creation, while embracing continuous innovation, sustainable growth and a better quality of life.

## Report of the Directors and Management Discussion and Analysis (contd.)

### Changes in Board Composition

Details of Directors' appointment/reappointment and change in board composition during the financial year under review are as follows:

| Sr. No. | Name of Director | Designation & Category | Reason and date of appointment/reappointment/ re-designation/retirement/resignation |
|---|---|---|---|
| 1. | Ms Rishma Kaur (DIN: 00043154) | Non-Executive, Chairman/Promoter (Non-Independent Director) | Ms Rishma Kaur resigned as a Whole-time Director of the Company with effect from 3rd August, 2024. However, she had expressed her desire to continue as a Member of the Board as a Non-Executive Director of the Company. Accordingly, she was re-designated as a Non-Executive, Non-Independent Director from 3rd August, 2024 pursuant to Section 152 of the Act and Regulation 17(1D) of the Listing Regulations at the 100th Annual General Meeting held on 12th August, 2024. At the meeting of the Board of Directors held on 9th August, 2024, she was appointed Non-Executive Chairman of the Company with effect from 13th August, 2024. |
| 2. | Mr Kanwardip Singh Dhingra (DIN: 02696670) | Non-Executive, Vice- Chairman/ Promoter (Non-Independent Director) | Mr Kanwardip Singh Dhingra resigned as a Whole-time Director of the Company with effect from 3rd August, 2024. However, he had expressed his desire to continue as a Member of the Board as a Non-Executive Director of the Company. Accordingly, he was re-designated as a Non-Executive, Non-Independent Director from 3rd August, 2024 pursuant to Section 152 of the Act and Regulation 17(1D) of the Listing Regulations at the 100th Annual General Meeting held on 12th August, 2024. At the meeting of the Board of Directors held on 9th August, 2024, he was appointed Non-Executive Vice-Chairman of the Company with effect from 13th August, 2024. |
| 3. | Mr Kuldip Singh Dhingra (DIN: 00048406) | Non-Executive, Chairman Emeritus/ Promoter (Non-Independent Director) | Mr Kuldip Singh Dhingra, Non-Executive, Non-Independent Director of the Company retired by rotation and was re-appointed pursuant to Section 152(6) of the Act and Regulation 17(1A) of the Listing Regulations, at the 100th Annual General Meeting held on 12th August, 2024. Mr Dhingra stepped down as the Chairman of the Board and was re-designated as Chairman Emeritus with effect from 13th August, 2024. |
| 4. | Mr Gurbachan Singh Dhingra (DIN: 00048465) | Non-Executive, Vice- Chairman Emeritus/ Promoter (Non-Independent Director) | Mr Gurbachan Singh Dhingra, Non-Executive, Non-Independent Director of the Company retired by rotation and was re-appointed pursuant to Section 152(6) of the Act at the 100th Annual General Meeting held on 12th August, 2024. Mr Dhingra stepped down as the Vice-Chairman of the Board and was re-designated as Vice-Chairman Emeritus with effect from 13th August, 2024. |
| 5. | Dr Anoop Kumar Mittal (DIN: 05177010) | Non-Executive (Independent Director) | Dr Anoop Kumar Mittal was re-appointed as a Non-Executive, Independent Director of the Company for a period of five consecutive years from 19th March, 2025 to 18th March, 2030, pursuant to Sections 149(10), 150 and 152 read with Schedule IV of the Act. |
| 6. | Mr Naresh Gujral ((DIN: 00028444) | Non- Executive (Independent Director) | Mr Naresh Gujral ceased to be a Non-Executive, Independent Director of the Company with effect from 20th August, 2024 after completion of his second term as an Independent Director of the Company. The Board of Directors at its meeting held on 9th August, 2024, placed on record its deep sense of gratitude and sincere appreciation for the immense contributions made by Mr Gujral towards the growth and development of the Company. |

Details of Director seeking appointment/reappointment at the ensuing 101st AGM is as follows:

| Sr. No. | Name of Director | Designation & Category | Reason and date of appointment/reappointment/ re-designation/ retirement/resignation |
|---|---|---|---|
| 1. | Ms Rishma Kaur (DIN:00043154) | Non-Executive, Chairman/ Promoter (Non-Independent Director) | Ms Rishma Kaur, Chairman, Non Executive, Non-Independent Director of the Company is due to retire by rotation at the ensuing Annual General Meeting. She offers herself for re-appointment as a Non-Executive, Non-Independent Director under Section 152(6) of the Act. |

### Key Managerial Personnel (KMP)

Mr Abhijit Roy (DIN: 03439064) is the Managing Director & CEO of the Company. Mr Kaushik Ghosh is the Chief Financial Officer of the Company. Messers Abhijit Roy, Kaushik Ghosh and Arunito Ganguly (Vice President & Company Secretary) are the KMPs of the Company.

### Statement of Declaration by Independent Directors

The following are the Independent Directors of your Company : -

1) Mrs Sonu Halan Bhasin
2) Mr Naresh Gujral*
3) Mr Anoop Hoon
4) Dr Anoop Kumar Mittal
5) Mr Gopal Krishna Pillai
6) Mr Subir Bose

*Mr Naresh Gujral ceased to be the Non-Executive, Independent Director on the Board of Directors of the Company with effect from 20th August, 2024.

## Report of the Directors and Management Discussion and Analysis (contd.)

The Company has received declarations from Independent Directors that they meet the criteria of independence as prescribed u/s 149(6) of the Act and as required under the Listing Regulations. In the opinion of the Board, they fulfil the condition for appointment/re-appointment as Independent Directors on the Board.

The Board of Directors confirm that the Independent Directors have affirmed compliance with the Code for Independent Directors as prescribed in Schedule IV to the Act and also with the Company's Code of Conduct applicable to all the Board Members and Senior Management Personnel of the Company for the financial year ended on 31st March, 2025.

### Statement regarding Opinion of the Board with regard to Integrity, Expertise and Experience (including the proficiency) of the Independent Directors appointed during the year

In the opinion of the Board, the Independent Directors possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014 (as amended).

All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA) as was notified and required under Section 150(1) of the Act.

### Committees of the Board

**A. Audit Committee**

The Board of Directors of your Company has duly constituted an Audit Committee in compliance with the provisions of Section 177 of the Act, the Rules framed thereunder read with Regulation 18 of the Listing Regulations.

The Company has reconstituted the Audit Committee due to the cessation of Mr Naresh Gujral as a member of the Board of Directors with effect from 20th August, 2024. The details of the re-constitution of the Audit Committee is disclosed in the Corporate Governance Report which forms part of the Board's Report (**Annexure VIII**). The terms of reference of the Audit Committee has been duly approved by the Board of Directors. The Board has accepted and implemented all recommendations of the Audit Committee.

#### Vigil Mechanism/Whistle Blower Policy

In terms of the provisions of Section 177 of the Act and the Rules framed therein read with Regulation 22 of the Listing Regulations, your Company has a Vigil Mechanism/Whistle Blower Policy in place for directors and employees of the Company. The Vigil Mechanism/Whistle Blower Policy has been uploaded on the website of the Company and can be viewed at **https://www.bergerpaints.com/about-us/whistleblower-policy.html**.

**B. Corporate Social Responsibility Committee (CSR Committee)**

The composition of the CSR Committee and a brief outline of the CSR Policy is annexed to this report (**Annexure III**).

The Company has reconstituted the CSR Committee with effect from 17th May, 2024. Mr Subir Bose, Independent Director has been inducted in the CSR Committee with effect from 17th May, 2024. The details of the re-constitution of the CSR Committee is disclosed in the Corporate Governance Report which forms part of the Board's Report (**Annexure VIII).**

Your Company has spent an amount of ₹23.97 Crore during the financial year 2024-2025 as against its 2% obligation amounting to ₹23.29 Crore, thereby exceeding its CSR obligation. The required details as specified in Companies (CSR) Rules, 2014 are given in **Annexure III**.

The CSR Policy as recommended by the CSR Committee and as approved by the Board is available on the website of the Company and can be accessed at **https://www.bergerpaints.com/about-us/csr-policy.html**.

The Company's CSR activities majorly comprise iTrain programme aimed at skilling/upskilling painters. The programme is carried out from fixed iTrain centers spread across the country and mobile iTrains which visit far flung areas for imparting skill development training. The Company had earlier entered into a Memorandum of Understanding with Smile Foundation, a reputed NGO for carrying out the mobile iTrain activity as its implementation partner.



Report of the Directors and Management Discussion and Analysis (contd.)

**C. Compensation and Nomination and Remuneration Committee**

The Company has reconstituted the Compensation and Nomination and Remuneration Committee (CNRC) with effect from 17th May, 2024. Mr Subir Bose, Independent Director has been inducted as a member of the Committee with effect from 17th May, 2024. The details of the re-constitution of the Committee is disclosed in the Corporate Governance Report which forms part of the Board's Report (**Annexure VIII**).

**D. Shareholders' Committees**

The Company has reconstituted the Stakeholders' Relationship and Investor Grievance Committee with effect from 17th May, 2024. Mr Subir Bose, Independent Director has been inducted as a member of the Committee with effect from 17th May, 2024. The details of the re-constitution of the Committee is disclosed in the Corporate Governance Report which forms part of the Board's Report (**Annexure VIII)**.

**E. Business Process and Risk Management Committee**

The Company has reconstituted the Business Process and Risk Management Committee with effect from 17th May, 2024. Mr Subir Bose, Independent Director has been inducted as a member of the Committee with effect from 17th May, 2024. The details of the re-constitution of the Committee is disclosed in the Corporate Governance Report which forms part of the Board's Report (**Annexure VIII**).

**F. Environmental, Social and Governance (ESG) Committee**

The Company has reconstituted the Environment, Social and Governance Committee with effect from 17th May, 2024. Mr Subir Bose, Independent Director has been inducted as a member of the Committee with effect from 17th May, 2024. The details of the re-constitution of the ESG Committee is disclosed in the Corporate Governance Report which forms part of the Board's Report (**Annexure VIII**).

### Structure of the Board of Directors

| Name of Director | Non-Executive | Executive | Independent | Woman |
|---|---|---|---|---|
| Ms Rishma Kaur[+] | Y | N | N | Y |
| Mr Kanwardip Singh Dhingra[+] | Y | N | N | N |
| Mr Abhijit Roy | N | Y | N | N |
| Mr Kuldip Singh Dhingra | Y | N | N | N |
| Mr Gurbachan Singh Dhingra | Y | N | N | N |
| Mr Anoop Hoon | Y | N | Y | N |
| Mrs Sonu Halan Bhasin | Y | N | Y | Y |
| Dr Anoop Kumar Mittal | Y | N | Y | N |
| Mr Gopal Krishna Pillai | Y | N | Y | N |
| Mr Naresh Gujral* | Y | N | Y | N |
| Mr Subir Bose | Y | N | Y | N |

[+] Held the position of Executive Directors till close of business hours of 2nd August, 2024.

* Mr Naresh Gujral ceased to be the Non-executive, Independent Director on the Board of Directors of the Company upon completion of his second term as an Independent Director with effect from 20th August, 2024.

### Familiarisation Programme of Independent Directors

The Company believes that the best training is imparted when dealing with actual roles and responsibilities on the job. To this extent, the Company arranges detailed presentation by Business and Functional Heads on various aspects including the business environment, economy, performance of the Company, industry scenario, sales and marketing, production, raw materials, research and development, financial controls, the Company's strategy etc. Visits to factories, business units are also undertaken from time to time. Details of Familiarization Programme imparted during the year under review has been uploaded on the Company's website and is available at the following weblink: **https://www.bergerpaints.com/investors/download**.

## Report of the Directors and Management Discussion and Analysis (contd.)

### Information as to Remuneration of Directors and Employees

Pursuant to Section 197 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), the following disclosures are made:

1) Ratio of remuneration of Directors/KMP to the median remuneration of the employees:

| Name of Directors/KMPs | Remuneration Received (₹) | Ratio as to that of the Median Employee Remuneration | Percentage increase in Remuneration |
|---|---|---|---|
| Ms Rishma Kaur # | 1,12,12,213 | 12.06:1 | 55.16 |
| Mr Kanwardip Singh Dhingra @ | 1,12,12,213 | 12.06:1 | 56.01 |
| Mr Abhijit Roy | 9,32,95,092^ | 100.32:1 | 14.04 |
| Mr Kuldip Singh Dhingra | 18,00,000 | 1.94:1 | 0.00 |
| Mr Gurbachan Singh Dhingra | 10,00,000 | 1.08:1 | 0.00 |
| Mr Gopal Krishna Pillai | 8,25,000 | 0.89:1 | 14.58 |
| Mr Naresh Gujral* | 3,43,750 | 0.37:1 | (52.26)* |
| Mr Anoop Hoon | 8,25,000 | 0.89:1 | 14.58 |
| Mrs Sonu Halan Bhasin | 8,25,000 | 0.89:1 | 14.58 |
| Dr Anoop Kumar Mittal | 8,25,000 | 0.89:1 | 14.58 |
| Mr Subir Bose | 8,25,000 | 0.89:1 | – |
| Mr Kaushik Ghosh | 99,25,867^ | 10.67:1 | 7.61 |
| Mr Arunito Ganguly | 67,07,021 | 7.21:1 | 6.07 |

**Note:** # Ms Rishma Kaur resigned as the Whole-Time Director of the Company with effect from 3rd August, 2024. She was re-designated as a Non Executive, Non-Independent Director from the same date. Accordingly, her remuneration consists of remuneration received as an Executive Director from 1st April, 2024 to 2nd August, 2024 and the commission received/to be received as a Non-Executive Director from 3rd August, 2024 to 31st March, 2025.

@ Mr Kanwardip Singh Dhingra resigned as the Whole-Time Director of the Company with effect from 3rd August, 2024. He was re-designated as a Non-Executive, Non-Independent Director from the same date. Accordingly, his remuneration consists of remuneration received as an Executive Director from 1st April, 2024 to 2nd August, 2024 and the commission received/ to be received as a Non-Executive Director from 3rd August, 2024 to 31st March, 2025.

* Mr Naresh Gujral ceased to be the Non-Executive, Independent Director on the Board of Directors of the Company upon completion of his second term as an Independent Director of the Company with effect from 20th August, 2024. For the financial year 2023-24, commission for full year, from 1st April, 2023 to 31st March, 2024 has been considered. For Financial year 2024-25, commission from 1st April, 2024 to 19th August, 2024 on pro rata basis has been considered.

^ Remuneration does not include value of ESOPs granted.

**Note:** The median employee remuneration for 2024-25 is: ₹9,30,000 p.a. (including variable pay)

2) Percentage (%) increase in remuneration during the financial year 2024-25: Please see (1) above.

3) Percentage (%) increase in the median remuneration of employees during the financial year 2024-25: 3.3%

4) Number of permanent employees on the rolls of the Company as on 31st March, 2025: 4760

5) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration –The average percentile increase in salaries of employees was 11.98% as compared to an average percentile increase of 3.91% of managerial remuneration. The increase in managerial remuneration decreased from 16.56% in FY 2023-2024 to 3.91% in FY 2024-2025 due to the resignation of Ms Rishma Kaur and Mr Kanwardip Singh Dhingra as Whole-time Directors of the Company with effect from 3rd August, 2024.



Report of the Directors and Management Discussion and Analysis (contd.)

6) Pursuant to the requirement of Section 197(14) of the Act, the following disclosure is made in respect to remuneration received by the Whole time Directors:

| Particulars of Directors | Nature of Transaction | Amount (₹) |
|---|---|---|
| Ms Rishma Kaur* | Consultancy fees received from U.K. Paints (India) Private Limited (From 01.04.2024 to 02.08.2024) | 11 Lakh |
| Mr Kanwardip Singh Dhingra # | Consultancy fees received from U.K. Paints (India) Private Limited (From 01.04.2024 to 02.08.2024) | 11 Lakh |

**Note:**

* Ms Rishma Kaur resigned as a Whole-Time Director of the Company with effect from 3rd August, 2024. She was re-designated as Non-Executive, Non-Independent Director from the same date. Accordingly, consultancy fees received by her from U. K. Paints (India) Private Limited (Holding Company) during the period from 1st April, 2024 to 2nd August, 2024 is provided above.

# Mr Kanwardip Singh Dhingra resigned as a Whole-Time Director of the Company with effect from 3rd August, 2024. He was re-designated as Non-Executive, Non-Independent Director from the same date. Accordingly, consultancy fees received by him from U. K. Paints (India) Private Limited (Holding Company) during the period from 1st April, 2024 to 2nd August, 2024 is provided above.

### Affirmation

It is hereby affirmed by the Chairman of the Company that the remuneration paid to all the employees, Directors and Key Managerial Personnel of the Company during the Financial Year 2024-25 are as per the Remuneration Policy framed by the Compensation and Nomination and Remuneration Committee of the Company.

### Listing with Stock Exchanges

Your Company is listed with the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited and has paid listing fees to each of the Exchanges. Your Company's short term debt instruments (Commercial Papers) were listed with National Stock Exchange of India Limited as was required vide - SEBI Circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22nd October, 2019 w.e.f 24th December, 2019. The addresses of these Stock Exchanges and other information for shareholders are given in this Annual Report.

### Cost Auditors

The Board of Directors at its Meeting held on 15th May, 2024 re-appointed M/s N. Radhakrishnan & Co. (Firm Registration No.000056), 11A, Dover Lane, Flat B1/34, Kolkata - 700029, for conducting audit of the cost records maintained under Section 148(1) of the Act for the Company's factories situated at Howrah, Rishra, Goa, Puducherry, Jejuri, Naltali and Hindupur for the financial year 2024-2025. M/s Shome & Banerjee (Firm Registration No. 000001), 2nd Floor, 5A Nurulla Doctor Lane, West Range, Kolkata – 700017, have been entrusted with the responsibility of conducting cost audit of the cost records maintained under Section 148(1) of the Act for the Company's factory situated at Jammu and Sandila and the factories of British Paints division located at Sikandrabad and Hindupur for the financial year 2024-2025.

The cost audit reports for the financial year 2024-2025 was filed with the Ministry of Corporate Affairs on 16th October, 2024.

### Statutory Auditor

The Company's Auditors, Messrs. S.R. Batliboi & Co. LLP, Chartered Accountants, who were appointed at the 91st Annual General Meeting held on 3rd August, 2015 for a period of five years and were re-appointed at the 96th Annual General Meeting (AGM) held on 25th September, 2020, will complete their second term of five consecutive years upon conclusion of the ensuing 101st Annual

## Report of the Directors and Management Discussion and Analysis (contd.)

General Meeting of the Company. The Board of Directors on the recommendation of the Audit Committee, appointed Messrs. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W – 100022),as the statutory auditors of the Company (in place of the retiring Statutory Auditors, M/s S.R. Batliboi & Co. LLP, Chartered Accountants) for a period of five consecutive years from the conclusion of the ensuing 101st AGM till the conclusion of the 106th AGM at a remuneration to be decided by the Board of Directors upon recommendation of the Audit Committee, in consultation with the Statutory Auditors, subject to approval by the Members at the ensuing 101st AGM. Messrs. B S R & Co. LLP, Chartered Accountants have furnished their eligibility certificate under Section 141 of the Companies Act, 2013.

The Board of Directors wishes to place on record its deep sense of gratitude and sincere appreciation for the contributions made by Messrs. S.R. Batliboi & Co. LLP, Chartered Accountants, in guiding and advising the management during their tenure as the Statutory Auditors of the Company.

### Secretarial Auditor

In accordance with the recent amendment to Regulation 24A of the Listing Regulations, with effect from 1st April, 2025, the appointment of Secretarial Auditor(s) are required to be approved by the Members at Annual General Meeting of the Company. The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years each. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before 31st March, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

Accordingly, the Board of Directors at their meeting held on 14th May, 2025, appointed Mr Anjan Kumar Roy, proprietor (FCS-5684) M/s Anjan Kumar Roy & Co., Company Secretaries (Firm Unique Code/Firm Registration No: S2002WB051400) (Peer Review Certificate No: 869/2020) for a term of 5 (five) consecutive years from the financial year 2025-2026 to financial year 2029-2030, to conduct Secretarial Audit, at such remuneration as may be fixed by the Board of Directors of the Company.

### Cautionary Statement

There are certain statements which have been made in the Management Discussion and Analysis Report describing the estimates, expectations or predictions which may be read as “forward-looking statement” within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied. The important factors that would make difference to the Company’s operations include demand/supply conditions, raw material prices and changes in government policies, government laws, tax regimes, global economic developments and other factors such as pandemic situation, litigations and labour negotiations.

### Appreciation

Your Directors place on record their deep appreciation of the assistance and guidance provided by the Central Government and the Governments of the States of India, its suppliers, technology providers and all other stakeholders. Your Directors thank the financial institutions and banks associated with your Company for their support as well. Your Directors also thank the Company’s dealers and its customers for their unstinted commitment and valuable inputs.

Your Directors acknowledge the support received from you as shareholders of the Company.

On behalf of the
**Board of Directors**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

Place: Kolkata
Dated: 14th May, 2025



## Annexure I to the Directors’ Report

for the Financial year ended 31st March, 2025

### Dividend Distribution Policy

#### Background and applicability

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) require the top 1000 listed companies to disclose a Dividend Distribution Policy.

This document, adopted by the Board of Directors of Berger Paints India Limited, lays down the Dividend Distribution Policy (“the Policy”) of the Company.

The Policy is subject to review as and when considered appropriate by the Board.

#### Dividend Distribution Philosophy

The Company believes in long term value creation for its shareholders while maintaining the desired liquidity and leverage ratios and protecting the interest of all the stakeholders including customers, debtors, suppliers, employees and the Government. Accordingly, the focus will continue to be on sustainable returns in terms of dividend, in consonance with the dynamics of business environment.

#### Dividend

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

#### Circumstances under which Shareholders can expect Dividend

The Board will assess the Company’s financial requirements, including its growth opportunities and other pertinent factors for the purpose of considering dividend. The dividend for any financial year shall ordinarily be paid out of the Company’s profits for that year in terms of the provisions of the Companies Act, 2013.

If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

#### Interim and Final Dividend

The Board may declare one or more Interim Dividends and recommend Final Dividend for the approval of the shareholders at the Annual General Meeting.

#### Financial Parameters and Other Internal and External Factors to be considered for declaration of Dividend

- Distributable surplus available as per the Act and Regulations
- The Company’s liquidity position and future cash flow needs
- Track record of Dividends distributed by the Company
- Pay-out ratios of comparable companies
- Prevailing taxation policy and legal requirements with respect to Dividend distribution
- Capital expenditure requirements.
- Stipulations/Covenants of loan agreements, if any
- Macro-economic and business conditions in general
- Any other relevant factor that the Board may deem fit to consider

## Annexure I to the Directors' Report (contd.)

### Utilization of Retained Earnings

Subject to applicable Regulations, the Company's retained earnings may be applied for:

- Organic growth needs including working capital, capital expenditure, repayment of debt etc.
- Inorganic growth needs such as acquisition of businesses, establishment of joint ventures etc.
- Buyback of shares subject to applicable limits
- Payment of Dividend in future years
- Issue of Bonus shares
- Any other permissible purpose

### Circumstances under which the Shareholders may not expect Dividend

In line with the Dividend Distribution Philosophy, there may be certain circumstances under which the shareholders may not expect dividend, including:

- The Company has sufficient avenues to generate significantly higher returns on surplus than what a common shareholder can generate himself.
- In case of utilization of retained earnings as mentioned in this Policy
- The Company has incurred losses or there is inadequacy of profits.

### Modification of the Policy

The Board may modify this policy from time to time at its discretion or in line with any amendment made in the Act or applicable Regulations.

### Disclaimer

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company's equity shares.



## Annexure II to the Directors' Report

for the Financial year ended 31st March, 2025

### Disclosures With Respect To Employees Stock Option Plan/Scheme Pursuant To Regulation 14 of The Securities And Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 As On 31st March, 2025

The Plan was amended to ensure compliance with extant SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to modify terms related to Vesting like Vesting Period, Vesting Schedule, Vesting Conditions, Exercise Price, treatment of Options on separation and such other incidental changes to bring it in line with market practices. The amendments were approved vide the Shareholders resolution dated 17th September, 2024 through Postal Ballot and is applicable to the Grants made on or after approval of the Shareholders.

All the relevant details of the Company's Employee Stock Option Plan are provided below and are also available on the website of the Company at **https://www.bergerpaints.com/investors/download**.

**A) Relevant disclosures in terms of Accounting Standards prescribed by the Central Government and Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time:**

Refer Note No.46 forming part of the Standalone Financial Statements and Note No.48 of the Consolidated Financial Statements for the financial year 2024-25. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 102- Share Based Payment.

**B) `Diluted EPS on issue of shares pursuant to all the schemes covered under the Regulations shall be disclosed in accordance with 'Ind AS-33' – Earnings per Share issued by the Central Government or any other relevant Accounting Standards as issued from time to time:**

Refer Note No.43 forming part of the Standalone Financial Statements and Note No.44 Consolidated Financial Statements for the financial year 2024-25. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 33- Earnings per Share.

**C) Details related to ESOS:**

i) Description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:

| Particulars | Employee Stock Option Plan, 2016 |
|---|---|
| a) Date of shareholders' approval | 3rd August, 2016 |
| b) Total number of options approved under ESOP | 3,46,78,470 |
| c) Vesting Requirements | Options shall vest over a period of 3 years from the date of grant of options as under:<br>a) 33% on first anniversary of Grant Date b) 33% on second anniversary of Grant Date and c) 34% on third anniversary of Grant Date rounded up to whole numbers.<br>ESOP Plan 2016 was amended on 17th September, 2024 through Postal Ballot Resolution. For Options granted under amended ESOP Plan, the same shall vest over a period of 4 years from the date of grant of options as under:<br>b) a) 20% of the total Options granted, shall vest on the first anniversary of the Grant Date b) 20% of the total Options granted, shall vest on the second anniversary of the Grant Date c) 30% of the total Options granted, shall vest on the third anniversary of the Grant Date and d) 30% of the total Options granted, shall vest on the fourth anniversary of the Grant Date. |
| d) Exercise price/Pricing formula | ₹1, ₹134 (for ESOP granted under amended ESOP Plan) |

## Annexure II to the Directors' Report (contd.)

| Particulars | Employee Stock Option Plan, 2016 |
|---|---|
| e) Maximum term of options granted | 3 years, 4 years (for ESOP granted under amended ESOP Plan) |
| f) Source of shares (primary, secondary or combination) | Primary |
| g) Variation in terms of options | Please refer to amended ESOP Plan 2016 available on the website of the Company at **https://www.bergerpaints.com/investors/download** for details in terms of variation of options. |

ii) Method used to account for ESOS (Intrinsic or Fair value) – Fair value

iii) Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.

Since the Company opts for expensing of the options using fair value, so the Company is not required to disclose impact of any difference arising due to intrinsic value and the fair value on profits and on EPS of the Company.

iv) Option Movement during the year (For each ESOS):

| Particulars | Employee Stock Option Plan, 2016 | | | |
|---|---|---|---|---|
| | Grant V | Grant VI | Grant VII | Grant VIII |
| No. of options outstanding at the beginning of the period | 25,308^^ | 71,568^^ | 1,22,146 | – |
| No. of options granted during the year | – | – | – | 2,01,206 |
| No. of options forfeited/lapsed during the year | 721# | 2,073# | 6,564 | 2,632 |
| No. of options vested during the year | 24,587* | 35,128 | 39,222* | -– |
| No. of options exercised during the year | 24,485α | 35,128α | 39,117 | – |
| No. of shares arising as a result of exercise of options | 24,485α | 35,128α | 39,117 | – |
| Money realised by exercise of options (INR), if scheme is implemented directly by the Company | 24,485α | 35,128α | 39,117 | |
| Loan repaid by the Trust during the year from exercise | N.A | N.A | N.A | N.A |
| No. of options outstanding at the end of the year | – | 34,367@ | 76,465 | 1,98,574 |
| No. of options exercisable at the end of the year | 102 | – | 105 | – |
| No. of options pending allotment at the end of the year | 102 | – | 105 | – |

v)

| | | | | |
|---|---|---|---|---|
| a) Weighted average exercise prices | ₹ 1 | ₹ 1 | ₹ 1 | ₹ 134 |
| b) Weighted average fair values | ₹ 497.44 | ₹ 494.73 | ₹ 491.69 | ₹ 387.73 |

^^Includes bonus options 4,220 for grant V and 11,928 for grant VI.

#Includes bonus options 160 for grant V and 346 for grant VI.

* Includes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.

α Includes bonus options 4,043 for grant V and 5,826 for grant VI.

@ Includes bonus options 5,756 for grant VI



Annexure II to the Directors' Report (contd.)

vi) Employee wise details of options granted to:-

(a) Senior managerial personnel- During the financial year 2024-25 following Options were granted to Senior Management Personnel.

| Name | Designation | No. of options granted in F.Y. 2024-25 | Exercise price per option (₹) |
|---|---|---|---|
| Mr Abhijit Roy | Managing Director & CEO | 14099 | 134 |
| Mr Kaushik Ghosh | Chief Financial Officer | 3525 | 134 |

b) Any other employee who receives a grant in any one year of option amounting to 5% or more of options granted during that year — None

c) Employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant — None

vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

(a) Weighted average values of share price, exercise price, expected volatility, expected option life, expected dividends, risk free interest rate and any other inputs to the model;

| Serial no. | Particulars | 2024-2025 |
|---|---|---|
| i. | Weighted average risk-free interest rate | 6.58% |
| ii. | Weighted average expected life of options | 2.99 years |
| iii. | Weighted average expected volatility | 18.62% |
| iv. | Weighted average expected dividends over the life of the option | ₹ 10.47 per option |
| v. | Weighted average share price | ₹ 500.20 |
| vi. | Weighted average exercise price | ₹ 1 per share |

b) Method used and assumptions made to incorporate effects of expected early exercise:

Black-Scholes Options Pricing Model.

c) How expected volatility was determined, including explanation of the extent to which expected volatility was based on historical volatility;

Expected volatility is based on the historical volatility of the Company's share price applicable to the total expected life of each option.

d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as market condition: None.

# Annexure III to the Directors' Report

for the Financial year ended 31st March, 2025

## Report on Corporate Social Responsibility (CSR) Activities

**1. Brief outline of CSR Policy:**

The CSR vision of Berger Paints India Limited ("the Company") recognises that an enterprise and the society in which it operates are mutually dependent on each other and the growth of the industry is proportionate to the equitable development of the country, its environment and its people, irrespective of religion, race, caste, creed and gender. The Company also believes that all round development can be brought about by paying attention to regions, groups and people which are backward and have special needs and by helping citizens to acquire useful skills.

To this extent, the Company devotes resources, in the manner recommended by its CSR Committee and approved by its Board of Directors in accordance with the provisions of law for fulfilling the aforesaid objective in the manner laid out in Schedule VII to the Companies Act, 2013, with particular stress on areas around which the Company operates.

iTrain plays a crucial role in training of new and unskilled painters and upgrading skills of existing painters, and elevating painting from a casual trade to a profession which is coveted and aspirational. The Company also launched Mobile iTrains which actively take part in imparting training skills at remote locations.

The focus is on teaching various application techniques, correct usage and introduction to a new generation of paints for walls, wood, metal and waterproofing methods. There is a special emphasis on use of mechanized equipment and special tools that make the process more efficient, quicker and cleaner. iTrain aims at creating a new generation of certified painters and opening doors to sustainable employment avenues.

The Company's CSR Policy can be viewed at the web link: **https://www.bergerpaints.com/about-us/csr-policy.html**.

**2. The composition of the CSR Committee is provided below:**

| Sl. No. | Name of Director | Designation/Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Mr Kuldip Singh Dhingra | Chairman, Non-executive Director | 1 | 1 |
| 2 | Mr Abhijit Roy | Managing Director & CEO | 1 | 1 |
| 3 | Ms Rishma Kaur | Non-executive, Non-Independent Director | 1 | 1 |
| 4 | Mr Kanwardip Singh Dhingra | Non-executive, Non-Independent Director | 1 | 1 |
| 5 | Dr Anoop Kumar Mittal | Non-executive, Independent Director | 1 | 1 |
| 6 | Mr Subir Bose* | Non-executive, Independent Director | 1 | 1 |

*Mr Subir Bose was appointed as a member of the Corporate Social Responsibility (CSR) Committee with effect from 17th May, 2024.

**Note:** Apart from 6 Directors, Messrs Kaushik Ghosh, Anil Bhalla and Arunito Ganguly are also members of the CSR Committee and except Mr Anil Bhalla, all have attended 1 CSR Committee meeting which was held during the current financial year 2024-2025.

3. The composition of the CSR Committee can be accessed at following web link: **https://www.bergerpaints.com/about-us/committees-of-board.html**. The CSR projects can be accessed at **https://www.bergerpaints.com/about-us/csr-itrain**.
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.





The Executive Summary of Impact Assessment of the Company's iTain project carried out by Social Lens Consulting Private Limited in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided below. Full Impact Assessment Report can be accessed at **https://www.bergerpaints.com/investors/download**.

**Executive Summary**

There has been an increasingly high demand for skill development in India, especially the painting industry. This industry was valued at **USD 15.78 billion in 2024** and is projected to grow to **USD 27.93 billion by 2030**, reflecting a **compound annual growth rate (CAGR) of 9.82%** . However, despite its growth potential, the industry continues to face a significant skill gap, with many painters lacking access to formal training, safety protocols, and market-ready skills.

Recognising this gap, the **iTrain Program** was launched by **Berger Paints India Limited**, in collaboration with **Smile Foundation**, to address the growing need for skilled labour in the industry. The program is designed to deliver both **technical and soft skills training**, aiming to enhance participants' employability, market opportunities, and overall quality of life.

The program operates across **31 fixed training centres** and a fleet of **23 mobile training vans**, making it accessible even to painters in remote areas. Each session combines theoretical instruction with hands-on learning, covering topics from **paint techniques** and **product usage** to **entrepreneurship**, **communication**, and **client management**.

This impact assessment evaluates the outcomes of the iTrain Program through surveys conducted with painters who received training from both fixed and mobile centres across seven key locations. The findings illustrate significant positive outcomes, with **84.25%** of respondents reporting **increased confidence**, **77.5%** experiencing career advancements, and **81.75%** gaining more clients — largely attributed to improved soft skills like communication and client management.

From an economic perspective, the program has been transformative. **97%** of respondents reported **higher incomes**, with varying degrees of increase. Furthermore, **84.24%** noted **increased savings**, which allowed them to make investments in assets such as vehicles (62.35%), mobile phones (52.94%), and homes (41.18%).

One of the standout findings is the **significant growth in entrepreneurial skills**. A striking **80.94%** of participants valued this component, marking a significant rise from **54.78%** in 2024. This shift highlights a growing aspiration among painters to transition into independent contractors or small business owners, positioning iTrain as a **launchpad for self-employment** and small-scale **entrepreneurship**.

The program also facilitated **tangible business growth** for many participants, with **97.18%** reporting improvements. Notable outcomes included **more clients (91.06%)**, **more contracts (84.24%)**, and **expanded professional networks (60%)**.

In terms of skill development, **technical skills** showed improvement for **70.12%** of participants overall, with **mobile units** slightly outperforming **fixed centres** in this area (84.38% vs. 79.94%). Both **fixed centres** and **mobile units** contributed to a notable **increase in awareness**, with **fixed centres** leading with a **2.49-point increase** compared to **2.16 points** in mobile centres.

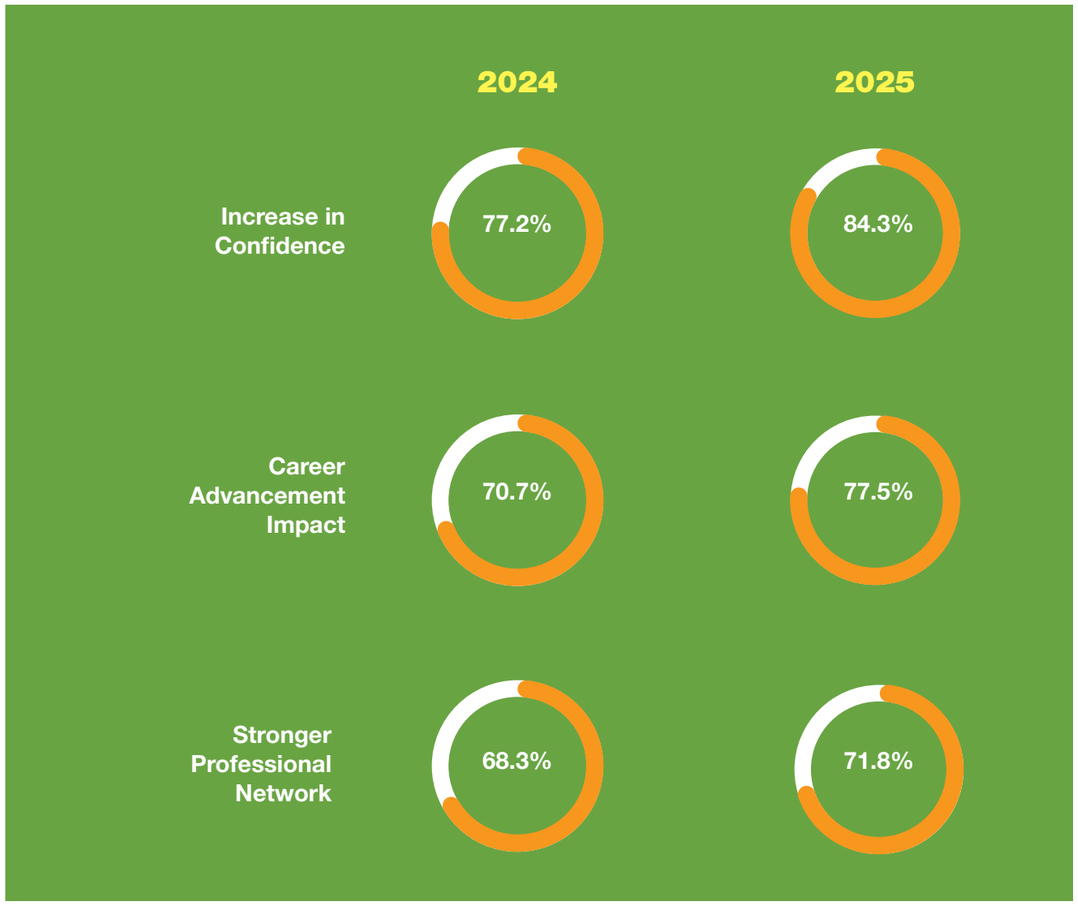
Ultimately, the **iTrain Program** has demonstrated its capacity to bridge the skill gap in the painting industry by equipping workers with essential technical expertise and professional competencies. The combination of **structured training methodologies** with **accessible solutions**, such as fixed centres and mobile units, has helped elevate workforce readiness, improved industry standards, and fostered economic mobility. With a growing demand for skilled labour and the demonstrated success of the program, iTrain serves as a **scalable model for workforce development**, positioning painters for success both as **employees** and **entrepreneurs**.

## Annexure III to the Directors' Report (contd.)

### Key Insights



- First-Generation Painters: 73.65%
- Received Completion Certificate: 73.65%




## Annexure III to the Directors' Report (contd.)

| | |
|---|---|
| Improved Communication & Interpersonal skills | 96.75% |
| Sharpened Time Management | 82.25% |
| Positive Business Changes | 97.18% |
| Acquired More Clients | 91.06% |
| Better at Client Handling | 68.25% |



The iTrain program's impact is evident in the skill and business growth of participants, with significant increases in confidence, career advancement, and entrepreneurial capabilities

## Annexure III to the Directors' Report (contd.)

5. (a) Average net profit of the Company as per sub- section 5 of section 135: ₹1,164.69 Crore

   (b) Two percent of average net profit of the Company as per sub- section 5 of section 135: ₹23.29 Crore

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

   (d) Amount required to be set off for the financial year, if any- Nil

   (e) Total CSR obligation for the financial year [(b) + (c) – (d)]: ₹ 23.29 Crore

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – ₹22.81 Crore

   (b) Amount spent in Administrative Overheads – ₹1.08 Crore

   (c) Amount spent on Impact Assessment, if applicable – ₹0.08 Crore [inclusive of taxes]

   (d) Total amount spent for the Financial Year [(a) + (b) + (c)] - ₹23.97 Crore

   (e) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (in ₹) | Amount Unspent (in ₹) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135 | | |
| | Amount | Date of transfer | Amount | Name of the Fund | Date of Transfer |
| 23.97 Crore | ----------Not Applicable---------- | | | | |

   (f) Excess amount for set-off, if any:

| Sl. No. | Particular | Amount (in ₹) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | 23.29 Crore |
| (ii) | Total amount spent for the Financial Year | 23.97 Crore |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 0.68 Crore |
| (iv) | Surplus arising out the CSR projects or programmes or activities of the previous Financial Years, if any | Nil |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 0.68* Crore |

* The excess amount spent on CSR for the Financial Year 2024-2025 has been set aside and will be set off against future years' CSR obligations. A CSR Asset to the tune of ₹0.68 crore has been created for this purpose.



## Annexure III to the Directors' Report (contd.)

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of section 135 of the Act (in ₹) | Balance Amount in Unspent CSR Account under sub-section (6) of section 135 of the Act (in ₹) | Amount Spent in the Financial Year (in ₹) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135 of the Act, if any | | Amount remaining to be spent in succeeding Financial Years (in ₹) | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|
| | | | | | Amount (in ₹) | Date of transfer | | |
| ----------Not Applicable---------- | | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

   [ ] Yes [√] No

   If Yes, enter the number of Capital assets created/acquired: Nil

   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sl. No. | Short particulars of the property or asset(s)[including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR Amount Spent (in ₹) | Details of Company/ Authority/beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| ----------Nil---------- | | | | | | | |

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135 of the Act: Not Applicable.

**KULDIP SINGH DHINGRA**
(DIN: 00048406)
Chairman, CSR Committee

**ABHIJIT ROY**
(DIN: 03439064)
Managing Director & CEO

Place: Kolkata
Dated: 14th May, 2025

# Annexure IV to the Directors' Report

for the Financial year ended 31st March, 2025

## Secretarial Audit Report

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Berger Paints India Limited (CIN: L51434WB1923PLC004793)** (here in after to be referred as the **"Company"**) for the financial year ended 31st March, 2025 (herein after to be referred as **"period under review"**). Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

2. On the basis of verification of the secretarial compliance and on the basis of secretarial audit of company's books, papers, minute books, forms and returns filed, and other records maintained by the company, as provided to us during the said audit by the company, its officers, agents and authorized representatives, we hereby report that in our opinion and to the best of our understanding, the company, during the period under review has complied with the statutory provisions listed hereunder and that the company has adequate Board Process and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

3. (1) We have examined the records, minute books, documents, forms, returns filed, and other records maintained by the Company for and during the financial year ended on 31st March, 2025 according to the provisions of:

   (i) The Companies Act, 2013 (hereinafter to be referred as **"the Act"**) and the rules made thereunder;

   (ii) The Securities Contracts (Regulation) Act, 1956 (hereinafter to be referred as **'SCRA'**) and the rules made thereunder;

   (iii) The Depositories Act, 1996, the Regulations and Bye-laws framed thereunder;

   (iv) Foreign Exchange Management Act, 1999, the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

   (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -

      a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

      c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

      d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

      e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;





      f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - None of the provisions of this regulation has been attracted during the period under review.

      g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

      h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended; - None of the provisions of this regulation has been attracted during the period under review.

      i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended; - None of the provisions of this regulation has been attracted during the period under review.

3. (2) We have also examined the secretarial compliance on test check basis, based on the records maintained by the Company for the period under review, of the provisions of the following laws specifically applicable to the company and as shown to us during our audit;

   a) The Factories Act, 1948

   b) The Environment (Protection) Act, 1986

   c) The Hazardous and other Wastes (Management, and Transboundary Movement) Rules, 2016

   d) The Patent Act, 1970

   e) The Trade Marks Act, 1999, and

   f) The Copyright Act, 1957

4. (1) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013 and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013, during the aforesaid period under review.

4. (2) We have checked the compliance with the provisions of the Standard Listing Agreement entered by the Company with BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited and also with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable during the period under review.

5. That on the basis of the audit as referred above, to the best of our knowledge, understanding, and belief, we are of the view that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraphs 3(1), Paragraph 3(2), Paragraph 4(1) and Paragraph 4(2) of this report.

6. We further report that,

   a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

   b) Adequate notices are given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance.

   c) Majority decision is carried through and recorded as part of the minutes.

## Annexure IV to the Directors' Report (contd.)

7. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, generally applicable to Company.

8. We further report that during the period under review, no event has occurred having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., except as follows:

   a) Sale of the Land & Building of British Paints Division of the Company.

   b) Purchase of Land by British Paints Division of the Company.

   c) Issue and allotment of 98,730 Equity Shares of Rs.1 each, fully paid-up, upon exercise of Stock Options under the Employee Stock Option Schemes of the Company, from time to time.

9. This report is to be read with our letter of even date which is annexed as **Annexure A**, forming an integral part of this report.

For **ANJAN KUMAR ROY & CO.**
**Company Secretaries**

**ANJAN KUMAR ROY**
Proprietor
FCS 5684
C.O.P. No.4557
C.O.P. Unique Code: I2002W8282300
UDIN: F005684G000306591
Peer Review Certificate No.: 869/2020
Firm Unique Code: S2002WB051400

Place: Kolkata
Dated: 14th May, 2025



## Annexure IV to the Directors' Report (contd.)

## "Annexure A" to the Secretarial Audit Report of M/s Berger Paints India Limited

for the Financial year ended 31st March 2025

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

Our Secretarial Audit Report for the financial year ended 31st March, 2025 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we have followed provides a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **ANJAN KUMAR ROY & CO.**
**Company Secretaries**

**ANJAN KUMAR ROY**
Proprietor
FCS 5684
C.O.P. No.4557
C.O.P. Unique Code: I2002W8282300
UDIN: F005684G000306591
Peer Review Certificate No.: 869/2020
Firm Unique Code: S2002WB051400

Place: Kolkata
Dated: 14th May, 2025

# Annexure V to the Directors' Report
for the Financial year ended 31st March, 2025

## Secretarial Compliance Report of M/s Berger Paints India Limited for the Financial year ended 31st March, 2025

1. 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** (hereinafter to be referred **"the listed entity"**);

   (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, 2025 in (**"Review Period"**) 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"**);

2. 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;

   b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - None of the provisions of this regulation has been attracted during the Review Period;

   c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - None of the provisions of this regulation has been attracted during the Review Period;

   e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - None of the provisions of this regulation has been attracted during the Review Period;

   g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

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 specific clause) | Regulation / Circular No. | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practising Company Secretary | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| | No Non-Compliance | N.A. | No Deviation | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |





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

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended March 31, 2025 | Compliance Requirement (Regulations/ circulars/guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the Practising Company Secretary on the actions taken by the listed entity |
|---|---|---|---|---|---|---|
| | No Observations/ Remarks | N.A. | No Non-Compliance | N.A. | N.A. | N.A. |

c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sl. No. | Particulars | Compliance status | Observations/ Remarks by PCS |
|---|---|---|---|
| 1. | **Secretarial Standards:**<br>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 | None |
| 2. | **Adoption and timely updation of the policies:**<br>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities<br>• 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 | None |
| 3. | **Maintenance and disclosures on Website:**<br>• The Listed entity is maintaining a functional website<br>• Timely dissemination of the documents/ information under a separate section on the website<br>• 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 | None |
| 4. | **Disqualification of Director:**<br>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | None |
| 5. | **Details related to Subsidiaries of listed entities:**<br>a) Identification of material subsidiary companies<br>b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | None |
| 6. | **Preservation of Documents:**<br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations. | Yes | None |
| 7. | **Performance Evaluation:**<br>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 | None |
| 8. | **Related Party Transactions:**<br>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions<br>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<br>N.A. | All related party transactions are covered under Omnibus Approval granted by Audit Committee |
| 9. | **Disclosure of events or information:**<br>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 there under. | Yes | None |

## Annexure V to the Directors' Report (contd.)

| Sl. No. | Particulars | Compliance status | Observations/ Remarks by PCS |
|---|---|---|---|
| 10. | **Prohibition of Insider Trading:**<br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | None |
| 11. | **Actions taken by SEBI or Stock Exchanges, if any:**<br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under (or)<br>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | No | No Actions has been taken against the listed entity / its promoters/ directors either by SEBI or Stock Exchanges during the period under review |
| 12. | **Resignation of statutory auditors from the listed entity or its material subsidiaries**<br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | N.A. | Statutory Auditor of the Company has not resigned during the period under review |
| 13. | **Additional Non-compliances, if any:**<br>No additional non-compliance observed for any of the SEBI regulation circular/ guidance note etc. except as reported above. | No | None |

d) We hereby also report that, the Listed entity has complied with the requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46 (2)(za) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a. The scheme document have been uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

b. The documents uploaded on the website have minimum information to be disclosed to shareholders as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

c. No redaction has been made in the documents uploaded on the website of the listed entity.

e) Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **ANJAN KUMAR ROY & CO.**
**Company Secretaries**

**ANJAN KUMAR ROY**
Proprietor
FCS 5684
C.O.P. No.4557
C.O.P. Unique Code: I2002W8282300
UDIN: F005684G000306591
Peer Review Certificate No.: 869/2020
Firm Unique Code: S2002WB051400

Place: Kolkata
Dated: 14th May, 2025



## Annexure VI to the Directors' Report
for the Financial year ended 31st March, 2025

## Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014

### A) Conservation of Energy

**1. The steps taken or impact on conservation of energy:**

a) Roof top Solar Power Plants have been installed in almost all the Plants of the Company. In financial year 2024-2025, Rooftop Solar Power Plant was installed at the new Corporate Office of the Company at Newtown, Kolkata.

b) Occupancy based modern Lighting Management System has been installed in the new Corporate Office. Energy efficient LED lights had been installed in the internal and external areas of all the Plants. In addition, new energy efficient lighting systems has been installed in additional areas of Rishra, Jammu, Hindupur and Jejuri Plants.

c) Process Water Heating system at Rishra Plant and Acrylic Resin manufacturing system at Jejuri Plant have been switched from fossil fuel based system to existing renewable biomass fuel based system, resulting huge cost savings along with reduction in carbon footprint.

d) Condensate recovery system was put in place for utilization of waste heat and the same has been implemented at the Jejuri Plant for the Steam Boilers for reducing water and fuel consumption.

e) Variable Frequency Drive's installed for high power consuming motors for process and utility equipment at all the Plants. Last year it has been done for all the brownfield expansion projects carried out at Rishra, Jammu and Sandila Plants.

f) The Specific Power Consumption for Paints and Powder Coatings has been reduced by approximately 1.34% compared to financial year 2024-2025.

g) The Specific Fuel Cost for Resin and Emulsions (Intermediates) has been reduced by approximately 21% compared to financial year 2024-2025.

h) 12204 MT Carbon footprint reduced in financial year 2024-2025 by adopting all the energy saving measures, coupled with usage of Biomass fuel fired Thermic Fluid Heaters in the Resin Plants, in place of High Speed Diesel/ Light Diesel Oil fired Thermic Fluid Heaters and usage of solar power.

**2. Energy conservation measures for plant and township lighting and alternative energy usage:**

a) Rooftop Solar Power Plant at the new Head Office of the Company at Newtown, Kolkata.

b) Replacement of high power consuming conventional lights with LED Light at Rishra, Jammu, Hindupur & Jejuri Plants.

c) Complete lighting system of the new Head Office of the Company has been carried out with LED lights and state of the art LMS (Lighting Management System).

**3. Capital investment of energy conservation equipment: ₹8.5 Crore (approx.) in Financial Year 2023-2024. Benefits derived as a result of the above efforts in the year:**

a) Incremental cost savings of around ₹4.25 Crore in financial year 2024-2025 compared to financial year 2023-2024 on account of Electrical and Fuel savings.

b) Reduction in Specific Energy Consumption for Paints and Powder Coatings by approximately 1.34% during financial year 2024-2025 in comparison to previous financial year.

c) Reduction in Carbon footprint by approximately 12204 MT.

d) Increase in productivity, operational efficiency and reduction of manufacturing cost.

e) Restriction on emissions.

f) Improvement in ESG.

## Annexure VI to the Directors' Report (contd.)

### B) Technology Absorption

#### I. Research and Development (R&D)

**1) Specific areas in which R&D carried out by the Company:**

- Novel method for synthesis of graphene and its applications in the area of paints and coatings
- Scouting of suitable natural/bio based products for application in paints
- Work on materials for paints with low carbon footprint and environment friendly
- High performance coating by using inorganic binder systems
- Exploration of new chemistries and technologies for waterproofing and construction chemical applications
- Development of suitable high solid thermosetting acrylic resins for automotive products to reduce VOC
- Development of new resin with renewable raw materials
- Development of low temperature curable paint as energy efficient coating
- Development of nano emulsions, hydrophobic emulsions and cross linkable emulsions
- Development of lightfast colorant for enhanced exterior durability
- Development of water based binder for intumescent coating.

**2) Benefits derived out of the above work:**

Development of new products with special attributes for different applications.

**i) Decorative Products:**

a) Enhanced performance of decorative enamels, wood coatings and primers and wall paints

b) Exterior paint with longer service life and aesthetics

c) Ultra smooth acrylic skim coat with ease of application

d) New range of construction chemicals and waterproofing products with enhanced performance

e) Delivery of vibrant shades for exterior application

f) New designer finishes in wood coatings product range

g) Epoxy casting system for decorative application.

**ii) Industrial Products:**

a) Water based intumescent coatings meeting British Standard specification

b) Solvent free polyurethane pipe coating with high thickness in single coat

c) Vinyl ester based coating systems with high chemical resistance

d) Vibration dampening coating systems

e) Low bake polyester topcoat for commercial vehicles

f) Superdurable PU topcoat for agriculture equipment sector

g) Polyurethane clear coat for multi-surface application.



Annexure VI to the Directors' Report (contd.)

**3) Future Plan of Action:**

- To continue development in areas of latest technology and to deliver products with special attributes meeting anticipated need of the customers
- Continue work on energy efficient and environment friendly products
- Collaborative work with academics and institutions to develop innovative materials for application in paints
- Focus on materials research to identify and synthesize high performing materials for formulation optimization and value addition in product.

**4) Expenditure on R&D:**

| | |
|---|---|
| Capital Expenditure (₹) | 2.85 Crore |
| Recurring Expenditure (₹) | 21.75 Crore |
| Total Expenditure (₹) | 24.60 Crore |
| Total R&D Expenditure as a percentage of Total Turnover | 0.24% |

#### II. Technology Absorption, Adaptation and Innovation:

a) Efforts in brief made towards technology absorption, adaptation and innovation

The following technologies have been adapted and absorbed from Naval Materials Research Laboratory (NMRL) India -

– Solvent Free Anti Corrosive Paint

– NMR-Anticorrosive and Antifouling Paint for application under Immersed Condition (NMR-AAUWP)

– Intumescent Fire-Retardant Paint for ships (NMR-IFRP)

– NMR-Self Cleaning Coating (NMR-SCC) Technology.

b) Benefits derived as a result of the above efforts e.g., product improvement, cost reduction, product development, import substitution, etc.

– Expansion of technology base

– Product development for naval application.

c) Technology imported during the last three years:

- The details of technology imported –
  - ➢ Technology license agreement with Chugoko Marine Paints, Japan for CUS coating system for bullet train railway track and marine coatings
- Year of Import – 2023
- Whether the technology have been fully absorbed- Yes.

### C) Foreign Exchange Earnings and Outgo

Foreign exchange earnings and outgo of the company are ₹3.16 Crore and ₹1170.20 Crore respectively. Primarily, earnings were from exports and consultancy services and outgo was towards import payments.

On behalf of the
**Board of Directors**

**RISHMA KAUR**
Chairman
(DIN: : 00043154)

Place: Kolkata
Dated: 14th May, 2025

# Annexure VII to the Directors' Report
for the Financial year ended 31st March, 2024

## Business Responsibility & Sustainability Report

### Section A: General Disclosures

### I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity: L51434WB1923PLC004793
2. Name of the Listed Entity: Berger Paints India Limited
3. Year of incorporation: 1923
4. Registered office address : Berger House, 129 Park Street, Kolkata, West Bengal, India - 700017
5. Corporate address: Plot No. CF-4, Action Area-IC, New Town, Kolkata, West Bengal, India - 700156
6. E-mail: consumerfeedback@bergerindia.com
7. Telephone: 9147720400
8. Website: **www.bergerpaints.com**
9. Financial year for which reporting is being done: 2024-25
10. Name of the Stock Exchange(s) where shares are listed : National Stock Exchange of India Limited (NSE) (Scrip Code: BERGEPAINT), BSE Limited (Scrip Code: 509480) and The Calcutta Stock Exchange Limited (Scrip Code: 12529)
11. Paid-up Capital: ₹ 116.59 Crore
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:

| S. No. | Particulars | Details |
|---|---|---|
| 1 | Name | Mr Arunito Ganguly |
| 2 | Designation | Vice President & Company Secretary |
| 3 | Telephone Number | 9147720400 |
| 4 | E-mail id | arunitoganguly@bergerindia.com |

13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together) : Standalone Basis except for computation of Greenhouse Gas emissions (in accordance with GHG Protocol) where the emissions of subsidiaries like, Berger Jenson & Nicholson (Nepal) Private Limited, Beepee Coatings Private Limited, SBL Specialty Coatings Private Limited and STP Limited have been considered.
14. Name of assessment or assurance provider: Futurestation Services LLP
15. Type of assessment or assurance obtained: Reasonable Assurance





### II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|---|---|---|---|
| 1 | Paints, varnishes, enamels or lacquers | Manufacture of paints, varnishes, enamels or lacquers | 96.01 |

17. Products/Services sold by the Entity (accounting for 90% of the Entity's turnover):

| S. No. | Product/Service | NIC Code | % of total Turnover contributed |
|---|---|---|---|
| 1 | Manufacture of paints, varnishes, enamels or lacquers | 202 | 96.01 |
| 2 | Manufacture of organic and inorganic chemical compounds | 201 | 3.99 |

### III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

| Location | Number of plants | Number of depots | Total |
|---|---|---|---|
| National | 15 | 196* | 211 |
| International | Nil | Nil | Nil |

* Including Offices

19. Markets served by the entity:

a. Number of locations

| Location | Number |
|---|---|
| National (No. of States) | 28 States and 8 Union Territories |
| International (No. of Countries) | Nil |

b. What is the contribution of exports as a percentage of the total turnover of the entity? 0.30%

c. A brief on types of customers: Household, Industries, Government, Government Institutions, OEMs and others.

### IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| **Employees** | | | | | | |
| 1. | Permanent (D) | 4270 | 4174 | 97.75 | 96 | 2.25 |
| 2. | Other than Permanent (E) | 4116 | 4023 | 97.74 | 93 | 2.26 |
| **3.** | **Total employees (D + E)** | **8386** | **8197** | **97.75** | **189** | **2.25** |
| **Workers** | | | | | | |
| 4. | Permanent (F) | 490 | 489 | 99.80 | 1 | 0.20 |
| 5. | Other than Permanent (G) | 5604 | 5391 | 96.20 | 213 | 3.80 |
| **6.** | **Total workers (F + G)** | **6094** | **5880** | **96.49** | **214** | **3.51** |

## Annexure VII to the Directors' Report (contd.)

b. Differently abled employees and workers:

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| **Differently Abled Employees** | | | | | | |
| 1. | Permanent (D) | 0 | 0 | 0 | 0 | 0 |
| 2. | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3. | **Total differently abled employees (D + E)** | **0** | **0** | **0** | **0** | **0** |
| **Differently Abled Workers** | | | | | | |
| 4. | Permanent (F) | 0 | 0 | 0 | 0 | 0 |
| 5. | Other than Permanent (G) | 3 | 3 | 100 | 0 | 0 |
| 6. | **Total differently abled workers (F + G)** | **3** | **3** | **100** | **0** | **0** |

21. Participation/Inclusion/Representation of women

| Particulars | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No. (B) | % (B / A) |
| Board of Directors | 10 | 2 | 20.00 |
| Key Management Personnel | 3 | 0 | 0 |

22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

| Particulars | FY 2024-2025 (Turnover rate in current FY) | | | FY 2023-2024 (Turnover rate in previous FY) | | | FY 2022-2023 (Turnover rate in the year prior to the previous FY) | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 31.52% | 28.57% | 31.46% | 32.56% | 30.56% | 32.52% | 33.54% | 14.72% | 33.00% |
| Permanent Workers | 3.86% | 0.00% | 3.85% | 2.73% | 10.00% | 2.82% | 14.18% | 12.90% | 11.51% |

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

| S. No. | Name of the holding/ subsidiary/associate companies/joint ventures (A) | Indicate whether Holding Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1. | Berger Jenson & Nicholson (Nepal) Private Limited | Subsidiary | 100 | Yes |
| 2. | Beepee Coatings Private Limited | Subsidiary | 100 | Yes |
| 3. | SBL Specialty Coatings Private Limited | Subsidiary | 100 | Yes |





## Annexure VII to the Directors' Report (contd.)

| S. No. | Name of the holding/ subsidiary/associate companies/joint ventures (A) | Indicate whether holding Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 4. | Berger Paints (Cyprus) Limited | Subsidiary | 100 | No |
| 5. | Lusako Trading Limited | Subsidiary | 100 | No |
| 6. | Berger Hesse Wood Coatings Private Limited | Subsidiary | 51 | No |
| 7. | Berger Rock Paints Private Limited | Subsidiary | 51 | No |
| 8. | STP Limited | Subsidiary | 95.53 | Yes |
| 9. | Berger Becker Coatings Private Limited | Joint Venture | 48.98 | No |
| 10. | Berger Nippon Paint Automotive Coatings Private Limited | Joint Venture | 49 | No |
| 11. | U K Paints (India) Private Limited | Holding | 50.09 | No |

## VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

(ii) Turnover (in ₹): 10,169.22 Crore

(iii) Net worth (in ₹): 5,681.06 Crore

## VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide weblink for grievance redress policy) | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Community beneficiaries can send their complaint to : consumerfeedback@bergerindia.com and Complaints which are not frivolous are investigated and resolved in a time bound manner. | Nil | Nil | – | Nil | Nil | – |
| Investors (other than shareholders) | No | Nil | Nil | Nil | Nil | Nil | – |

## Annexure VII to the Directors' Report (contd.)

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide weblink for grievance redress policy) | FY 24-25 Current Financial Year | | | FY 23-24 Previous Financial Year | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Shareholders | 1. SCORES, ODR Portal: The Company is continuously accessing the said portals and resolves the complaints on a fast-track basis.<br>2. consumerfeedback@bergerindia.com , arunitoganguly@bergerindia.com, rajibde@bergerindia.com and rta@cbmsl.com Post such complaints, internal process of resolution is activated. | 13 | Nil | – | 11 | 1 | It has been resolved in April, 2024. |
| Employees and workers | The company has a Grievance Redressal Policy which is robust and all serious complaints, if any are considered for early resolution. | 3 | Nil | Two POSH Complaints and one complaint on discrimination have been received during the year. All have been resolved within March, 2025 | 1 | Nil | POSH Complaint has been resolved in March, 2024. |
| Customers | The company has a dedicated complaint/ feedback email id which is consumerfeedback@bergerindia.com. Post such complaints, internal process of resolution is activated. | 8858 | 733 | The Company is looking into the merits of unresolved complaints and the matter will be resolved within specified timelines | 12018 | 176 | – |
| Value Chain Partners | The company has a dedicated complaint/ feedback email id which is consumerfeedback@bergerindia.com. Post such complaints, internal process of resolution is activated. | Nil | Nil | – | Nil | Nil | – |
| Other (please specify) | No | Nil | Nil | – | Nil | Nil | – |



Annexure VII to the Directors' Report (contd.)

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1. | Green House Gas (GHG) Management | Opportunity | Berger has taken several steps to reduce Green House Gas emissions, either through process changes or planned alternative energy. Latest in this matter is obtaining the GREENGUARD Gold Certification Standard which includes health-based criteria for additional chemicals and also requires lower total VOC emission levels to ensure that products are acceptable for use in environment such as schools and healthcare facilities. | — | Positive. The efforts in reduction of Green House Gas (GHG) shall also enable better usage and thereby impact lowering of cost. |
| 2. | Climate | Risk | The risks associated with the physical impacts of climate change stem from catastrophic events that may affect our Production infrastructure located in various parts of the country. The increasing frequency and severity of extreme weather events, such as Thunderstorms, Cyclones, Floods, Cloud Bursts, Landslides, Soil Erosion, Earthquakes, and Wildfires, pose significant challenges. | Mitigation can take place through careful assessment and planning for such risks with consideration for their time horizon and potential consequences. Ensuring the resilience of our infrastructure and implementing proactive measures are crucial to mitigating the adverse effects of climate change and safeguarding our operations. Moreover the company has taken comprehensive insurance to cover such eventualities. | Negative |
| 3. | Water Management | Risk | Although the Company is engaged in achieving water positive status in all plants, water being a finite resource can become a challenge in future. | The Company is planning for better water conservation through rain water harvesting, recycling of used water and reduced wastage in production facilities. | Negative. Shortage of water through natural resources could be a concern in future. |

## Annexure VII to the Directors' Report (contd.)

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 4. | Business Ethics, Compliance and Transparency | Opportunity | At the core of governance, improvements in Business Ethics, Compliance and Transparency only adds to strengthening the work culture and reputation of the Company. | — | Positive.<br>• Efficiency and motivation propels better work culture and better delivery system.<br>• The cost of non compliance with internal and external law/code is minimised.<br>The dividend through enhanced reputation adds to the brand value causing immense gain to all the stakeholders. |
| 5. | Consumer Satisfaction | Risk | In Berger Paints the customer servicing and customer satisfaction is top in corporate priority and any shortcoming could be extremely damaging. | The company continuously adheres to the following to mitigate such risks<br>• Unwavering dedication to supply the customers with best quality products and that too within the desired time frame.<br>• Address the customer complaints speedily for resolution.<br>• Engage with customers by tailoring newer products/ services to comply with their emerging requirements. | Positive as the growth of the business continues uninterrupted in a sustainable manner. |



Annexure VII to the Directors' Report (contd.)

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 6. | Employee Training & Education | Opportunity | Berger believes a robust training and educational programme generats the following benefits:<br>• It embeds greater technical knowledge in selected employees generating sustainable efficiency in critical delivery paths<br>• It drives the need for adherence to ethical corporate values which creates a culture that motivates employees to give their best.<br>• It also is important to maintain best human rights practices through training and reap the consequent reputational edge in the ecosystem | — | Positive as no sustainable journey of a company is only possible with significant emphasis on training and education |
| 7. | Supply Chain Sustainability | Risk | To enable/motivate the members of some of the constituents of the supply chain to embrace sustainability practices which is a complex and long drawn process. Berger is aware that significant shortcoming in this area can irreparably damage the reputation of the company. Accordingly, the Company has started onboarding suppliers after they have signed Supplier's Code of Conduct and provided affirmative responses to queries about their sustainability practices. | To mitigate such risks, Berger has developed a process of outreach which generates awareness of sustainability practices to those supply chain members who are believed to be somewhat lagging in this matter. The next level of engagement happens through monitoring of the progress of adoption through sustainability practices and advise course correction, if any | Negative.<br>Failure to succeed in creating a sustainable supply chain over long term can erode value of the company through poor quality of products and damaging press attention |

## Annexure VII to the Directors' Report (contd.)

### Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Disclosure Questions | | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---|---|---|---|---|---|---|---|---|---|---|
| **Policy and management processes** | | | | | | | | | | |
| 1. | a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | b. Has the policy been approved by the Board? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | c. Web Link of the Policies, if available | **https://www.bergerpaints.com/about-us/policies/business-responsibility-and-sustainability-policy** | | | | | | | | |
| 2. | Whether the entity has translated the policy into procedures. (Yes / No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3. | Do the enlisted policies extend to your value chain partners? (Yes/ No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 4. | Name of the National and International codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | — | ISO 9001:2015, ISO 14001:2015 and products range conforming to BIS/GRIHA/ ISI/IGBC specifications | ISO 45001:2018 & products conforming to U/L specifications | Plants are designed as per national and international standards – NBC/NFPA/EN/ ATEX etc and compliance is ensured | - | EIA is carried out for all projects under the MOEF/NGT guidelines under EPA. | - | SIA is carried out for all Projects. | - |
| 5. | Specific commitments, goals and targets set by the entity with defined timelines, if any. | — | The Company has set up ESG goals covering various NGRBC Principles like Environment Protection, Occupational Health and Safety, Human Rights, Learning and Development, Business Ethics etc. Consequently processes have been adopted to achieve the said goals in a planned manner. | | | | | | | |
| 6. | Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | — | The activities necessary to meet the goals are under regular review, and so far, no area of concern have emerged. | | | | | | | |
| **Governance, leadership and oversight** | | | | | | | | | | |
| 7. | Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)<br>Berger Paints India Limited (the Company ) is in the process of integrating Environmental, Social and Governance (ESG) principles into its businesses which is essential for embedding sustainability into its system. Consequently the company adheres to the principles of product stewardship by enhancing health, safety and environmental impacts of products and services across their life-cycles. The environmental criteria impacts Climate, Resources (Energy & Water), Waste Management and Nature & Biodiversity. The Company has committed to achieve progress on such matters by taking steps to reduce its carbon emission and implement policies for Safety, Health & Environment ('SHE'). In addition, the Company is committed to conducting beneficial and fair business practices to the labour, human capital and to the community.<br>The Company also strives to inculcate the values of ESG during its constant engagement with Key Stakeholders including Value chain Partners. | | | | | | | | | |
| 8. | Details of the highest authority responsible for the implementation and oversight of the Business Responsibility policy(ies). | Name – Mr Abhijit Roy<br>Designation – Managing Director and CEO<br>DIN Number – 03439064 | | | | | | | | |
| 9. | Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | The entity has an ESG Committee empowered by Board and headed by an Independent Director, where Mr Abhijit Roy is also a member along with another Independent Director and other divisional heads. | | | | | | | | |



Annexure VII to the Directors' Report (contd.)

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee | | | | | | | | | Frequency (Annually/ Half yearly/ Quarterly/Any other – please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
| Performance against above policies and follow up action | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Annually | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Annually | | | | | | | | |

| | | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 11. | Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | No | No | No | No | No | No | No | No | No |

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

| Questions | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the Principles material to its business (Yes/No) | — | — | — | — | — | — | — | — | — |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | — | — | — | — | — | — | — | — | — |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | | | | | | | | | |
| It is planned to be done in the next financial year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

### Section C: Principle Wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

## Annexure VII to the Directors' Report (contd.)

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner, that is Ethical, Transparent and Accountable.**

**Essential Indicators**

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|---|---|---|---|
| Board of Directors | 2 | General Awareness of the Business and its conduct including ESG matters. | 100 |
| Key Managerial Personnel | 1 | General Awareness of the Business and its conduct including ESG matters. | 100 |
| Employees other than BoD and KMPs | 64 | 1.Business Ethics | 79 |
| | 220 | 2. Health & Safety | 91 |
| | 250 | 3. Skill Upgradation | 79 |
| | 89 | 4. Human Rights | 36 |
| Workers | 30 | 1. Business Ethics | 70 |
| | 1233 | 2. Health & Safety | 47 |
| | 28 | 3. Skill Upgradation | 47 |
| | 5 | 4. Human Rights | 3 |

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/ KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

| Monetary | | | | | |
|---|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine | Nil | Nil | Nil | Nil | Nil |
| Settlement | Nil | Nil | Nil | Nil | Nil |
| Compounding fee | Nil | Nil | Nil | Nil | Nil |

| Non-Monetary | | | | |
|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Imprisonment | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil |



Annexure VII to the Directors' Report (contd.)

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.
Not applicable

| Case Details | Name of the regulatory/enforcement agencies/judicial institutions |
|---|---|
| Nil | Nil |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. Yes It is available in the Code of Conduct given in our website. Bribery can be considered to be included under "material benefits" as given in the following line in the Code of Conduct: -

Please refer to the following link:
**https://www.bergerpaints.com/about-us/policies/anti-bribery-and-anti-corruption-policy**

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Directors | Nil | Nil |
| KMPs | Nil | Nil |
| Employees | Nil | Nil |
| Workers | Nil | Nil |

6. Details of complaints with regard to conflict of interest:

| | FY 2024-2025 Current Financial Year | | FY 2023-2024 Previous Financial Year | |
|---|---|---|---|---|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil | — | Nil | — |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | Nil | — | Nil | — |

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest: Nil

8. Number of days of accounts payables (Accounts payable *365) / Cost of goods/services procured) in the following format:

| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Number of days of accounts payables | 92 | 97 |

## Annexure VII to the Directors' Report (contd.)

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties,in the following format:

| Parameter | Metrics | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 16.30% | 22% |
| | b. Number of trading houses where purchases are made from | 366 | 327 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 54.15% | 48.8% |
| Concentration of Sales | a. Sales to dealers/distributors as % of total sales | 91.49% | 84.89% |
| | b. Number of dealers/distributors to whom sales are made | 61,661 | 41,379 |
| | c. Sales to top 10 dealers distributors as % of total sales to dealers/distributors | 1.53% | 2.4% |
| Share of RPTs in | a. Purchases (Purchases with related parties/Total Purchases) | 4.55% | 4% |
| | b. Sales (Sales to related parties/Total Sales) | 0.87% | 1% |
| | c. Loans & advances (Loans & advances given to related parties/Total loans & advances) | 100% | 100% |
| | d. Investments (Investments in related parties/Total Investments made) | 71.03% | 94% |

**Note:** The figures have been re-casted, by aggregating divisional information.

### Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

| Total number of awareness programmes held | Topics/principles covered under the training | %age of value chain programmes partners covered (by value of business done with such partners) under the awareness programmes |
|---|---|---|
| 1 | All principles of BRSR with special emphasis on Human Rights for Corporates and Anti-Bribery Anti-Corruption. | 52% |

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

No.



Annexure VII to the Directors' Report (contd.)

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe**

### Essential Indicators

1. Percentage of R&D and capital expenditure (Capex) investments in specific technologies aimed to improve the environmental and social impacts of product and processes to total R&D and Capex investments made by the entity, respectively.

| | Current Financial Year | Previous Financial Year | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | 21%* | 20%* | 1. Development of architectural products with lower environmental impact<br>2. Use of waste products such as PET and fly ash as raw materials in paints<br>3. Development of high solid resins to reduce VOC of industrial and decorative paints<br>4. Continued development of low-bake and air-drying systems for industrial customers to reduce energy requirements in baking systems |
| Capex | 24%* | 23.2%* | Investment in machines and instruments that are used in preparation and testing of environmentally milder products under development. |

* The various machines and instruments bought through capex have widespread application including the ones that are mentioned above. The percentage indicated in the above table represents approximate usage in specified sustainability projects.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) — Yes
   b. If yes, what percentage of inputs were sourced sustainably? — 85.75%

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

   (a) Plastic packaging waste (both pre-consumer and post-consumer) undergo recycling for which the company appoints agencies for ensuring the necessary liaison with PWP (plastic waste processors) for recycling and credit transfer which is essential for the EPR target fulfilment on the CPCB portal.

   For FY 2024-25, in accordance to the guidelines of the Plastic Waste Management rules, the company is fulfilling its EPR obligations.

   (b) E-waste generated at the company's office/manufacturing/sales location falls under the bulk consumer category and the same is being disposed off safely to E-waste management agency and it is ensured that the E-waste is recycled in a proper and environmental friendly and sustainable manner in compliance to the E-waste management rules, 2022 and its subsequent amendments. Recycling certificates along with manifest form is duly submitted to SPCB/CPCB as applicable.

   (c) Hazardous Waste is disposed through authorised recycler/ co-processer/CHWTSDF registered with respective SPCBs.

   (d) Other waste generated is being either re-used for other purposes/ in house recycling or being safely disposed-off in compliance to local Municipality laws. Bio-Medical waste generated at occupational health centres of manufacturing units are disposed through various Biomedical waste Disposal facility as per BMW authorisation.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards. If not, provide steps taken to address the same.

   EPR applicable for Plastic Packaging Waste and the waste collection is done by company through agencies/PWP (plastic waste processors) who carry the same as per EPR target fixed by CPCB in accordance to the Plastic Waste management rules.

### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format.

## Annexure VII to the Directors' Report (contd.)

The Life Cycle Assessments (LCA) of Financial Year 2022-2023 was concluded and no additional project has been undertaken in the current Financial Year 2024-2025. However, LCAs conducted in 2022-2023 for water-based products and solvent-based products remain valid until 23.07.2025, while those conducted for External Thermal Insulation & Composite Systems (ETICS) are valid until 03.08.2025. The LCA is being redone in 2025-2026.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products /services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same:

| Name of Product/ Service | Description of the risk/concern | Action Taken |
|---|---|---|
| — | — | — |

Not Applicable as there are no concerns.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

| Indicate Input Material | Recycled or re-used input material to total material | |
|---|---|---|
| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
| Washing Solvent Recycled | 5.6% | 2.8% |
| Powder RM /Sweeping dust Recovered | 0.17% | 0.14% |

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

| | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Re-Used | Recycled | Safely Disposed | Re-Used | Recycled | Safely Disposed |
| Plastics (including packaging) | 0 | 9479.52 * | 14058.66 * | 0 | 17020.97# | 9.088 |
| E-waste | 0 | 0 | 32.10 | 0 | 0 | 9.19 |
| Hazardous waste | 111.459 | 802.51 | 2766.041 | 1069.73 | 915.92 | 2499.775 |
| Other waste | 0 | 0 | 2633.81 | 0 | 513.65 | 2956.59 |

* Both recycling and End of Life (EOL) (Safely disposed) quantity of EPR credits is under procurement. However, company will ensure EPR target compliance before Annual return submission.

# Due to CPCB Portal issues, further PO's to WMA/PWP could not be fulfilled as per target before reporting date.

However company will ensure EPR target compliance before Annual return submission.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

| Indicate product category | Reclaimed products and their packaging materials as % of total products sold in the respective category |
|---|---|
| EPR of Plastics Packaging for Brand Owner | 100% |



## Annexure VII to the Directors' Report (contd.)

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

1. a. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C/ A) | Number (D) | % (D/ A) | Number (E) | % (E/A) | Number (F) | % (F/ A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 4174 | 4174 | 100.00 | 4174 | 100.00 | 0 | 0.00 | 3621 | 86.75 | 0 | 0.00 |
| Female | 96 | 96 | 100.00 | 96 | 100.00 | 96 | 100.00 | 0 | 0.00 | 0 | 0.00 |
| **Total** | **4270** | **4270** | **100.00** | **4270** | **100.00** | **96** | **2.25** | **3621** | **84.80** | **0** | **00.00** |
| **Other than Permanent employees** | | | | | | | | | | | |
| Male | 4023 | 4023 | 100.00 | 4023 | 100.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Female | 93 | 93 | 100.00 | 93 | 100.00 | 93 | 100.00 | 0 | 0.00 | 0 | 0.00 |
| **Total** | **4116** | **4116** | **100.00** | **4116** | **100.00** | **93** | **2.26** | **0** | **0.00** | **0** | **0.00** |

b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C/ A) | Number (D) | % (D/ A) | Number (E) | % (E/A) | Number (F) | % (F/ A) |
| **Permanent workers** | | | | | | | | | | | |
| Male | 489 | 438 | 89.57 | 489 | 100.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Female | 1 | 1 | 100.00 | 1 | 100.00 | 1 | 100.00 | 0 | 0.00 | 0 | 0.00 |
| **Total** | 490 | 439 | 89.59 | 490 | 100.00 | 1 | 0.20 | 0 | 0.00 | 0 | 0.00 |
| **Other than Permanent workers** | | | | | | | | | | | |
| Male | 5391 | 5391 | 100.00 | 5391 | 100.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Female | 213 | 213 | 100.00 | 213 | 100.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| **Total** | 5604 | 5604 | 100.00 | 5604 | 100.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Cost incurred on well- being measures as a % of total revenue of the company | 0.09% | 0.08% |

## Annexure VII to the Directors' Report (contd.)

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

| Benefits | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of Total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 100.00 | 100.00 | Yes | 100.00 | 100.00 | Yes |
| Gratuity | 100.00 | 100.00 | Yes | 100.00 | 100.00 | Yes |
| ESI | 0.05 | 10.41 | Yes | 0.02 | 3.60 | Yes |
| Others – EPS (Employee Pension Scheme) | 77.52 | 62.65 | Yes | 77.86 | 58.78 | Yes |

3. **Accessibility of workplaces**

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. Yes. **https://www.bergerpaints.com/about-us/policies/equal-employment-opportunity-policy**

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Gender | Permanent employees | | Permanent workers | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | 100.0% | 100.0% | 0.00% | 0.00% |
| Female | 100.0% | 100.0% | 0.00% | 0.00% |
| **Total** | 100.0% | 100.0% | 0.00% | 0.00% |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| | Yes/No (If Yes, then give details of the mechanism in brief) |
|---|---|
| Permanent Workers | Yes, any grievance brought to the notice, is discussed and resolved by a dedicated team consisting of respective department HOD, HR and Plant Head. Union for workers and complaint box for all. |
| Other than Permanent Workers | Yes. Any grievance brought to the notice, is discussed & resolved by team consisting of respective department HOD, HR and Plant Head.<br>Yes, Complaint box. |
| Permanent Employees | Please refer to the Grievance Redressal Policy of the Company, which details the procedure also. |
| Other than Permanent Employees | Please refer to the Grievance Redressal Policy of the Company, which details the procedure also. |



Annexure VII to the Directors' Report (contd.)

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

| Category | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Total employees/ workers in respective category (A) | No. of employees/ workers in respective category, who are part of association(s) or Union (B) | % (B / A) | Total employees/ workers in respective category (C) | No. of Employees/ workers in respective category, who are part of association(s) or Union (D) | % (D / C) |
| **Total Permanent Employees** | 4270 | 56 | 1.31 | 4001 | 59 | 1.5 |
| - Male | 4174 | 56 | 1.34 | 3915 | 59 | 1.5 |
| -Female | 96 | 0 | 0 | 86 | 0 | 0 |
| **Total Permanent Workers** | 490 | 297 | 60.61 | 444 | 251 | 56.5 |
| Male | 489 | 296 | 60.53 | 443 | 250 | 56.4 |
| Female | 1 | 1 | 100 | 1 | 1 | 100 |

8. Details of training given to employees and workers:

| Category | FY 2024-2025 Current Financial Year | | | | | FY 2023-2024 Previous Financial Year | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| Male | 8197 | 7552 | 92 | 6500 | 79 | 6959 | 5873 | 84 | 5797 | 83 |
| Female | 189 | 114 | 60 | 110 | 58 | 185 | 137 | 74 | 142 | 77 |
| **Total** | 8386 | 7666 | 91 | 6610 | 79 | 7144 | 6010 | 84 | 5939 | 83 |
| **Workers** | | | | | | | | | | |
| Male | 5880 | 2680 | 46 | 2700 | 46 | 6332 | 5578 | 88 | 5776 | 91 |
| Female | 214 | 194 | 91 | 185 | 86 | 222 | 194 | 87 | 185 | 83 |
| **Total** | 6094 | 2874 | 47 | 2885 | 47 | 6554 | 5772 | 88 | 5961 | 91 |

## Annexure VII to the Directors' Report (contd.)

9. Details of performance and career development reviews of employees and workers:

| Category | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 4174 | 3288 | 78.77 | 3915 | 3001 | 76.7 |
| Female | 96 | 70 | 72.92 | 86 | 64 | 74.4 |
| **Total** | 4270 | 3358 | 78.64 | 4001 | 3065 | 76.6 |
| **Workers** | | | | | | |
| Male | 489 | 475 | 97.14 | 443 | 321 | 72.5 |
| Female | 1 | 1 | 100 | 1 | 1 | 100.00 |
| **Total** | 490 | 476 | 97.14 | 444 | 322 | 72.5 |

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (**Yes/ No**). If yes, the coverage such system.

Yes, the Company has implemented an occupational health and safety management system which is covered to all stakeholders. This system encompasses risk assessment and planning, operational controls, employee training, monitoring and compliance reporting, emergency preparedness, and continuous improvement processes. The coverage and implementation details are tailored to meet the industrial standards and the specific operational needs of entity, aligning with ISO 45001 standards & certifications.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We follow a systematic approach to identify work-related hazards. This includes but is not limited to –

- Regular inspections of the workplace to identify hazards such as chemical exposure, machinery malfunctions, or ergonomic issues
- Reviewing incident reports and near-misses to identify areas of concern
- Consulting with employees and safety representatives who work directly with the equipment or processes to gather insights into potential hazards
- Using risk assessment tools like HAZOP, HIRA, QRA, etc. for each activity or process, routine and for any significant project changes, including green/brown field projects to quantify and prioritize risks & involving relevant stakeholders, including employees, supervisors, and safety experts, in the risk assessment process. For critical changes, a Process Hazard Analysis (PHA) using HAZOP methodology is conducted by qualified professionals. This process systematically identifies potential hazards in the workplace and assesses the risks associated with them. Appropriate control measures are then determined to mitigate these risks. HAZOP studies are carried out across all units, and safety improvements are regularly implemented to reduce or eliminate risks in processes and operations
- Regular safety audits and inspections by both external and internal parties in planned/surprise fashion to ensure compliance with safety procedures and regulations
- Comprehensive safety measures through routine and specialized assessments conducted by reputable agencies and consultants. These include Hazardous Area Classification, ATEX Studies, Chemical Process Safety Assessments, Fire & Life Safety Assessments, and Electrical Safety Assessments



Annexure VII to the Directors' Report (contd.)

- Ongoing training and education programs to keep employees informed about potential hazards and safe work practices
- Implementing feedback mechanisms like Near Miss reporting, Abnormality Identification, Power to Stop, Safety committee review, etc. to allow employees to report hazards or suggest improvements to safety procedures
- On a non-routine basis we are also conducting risk assessments before introducing new processes, equipment, or materials into the workplace
- Developing specific risk assessment protocols for non-routine tasks or activities, such as maintenance work or emergency response procedures
- All major injuries and high potential incidents undergo detailed investigation using the methodology like 5-why analysis,5W1H, Fishbone Analysis, etc. Corrective action & preventive action plan (CAPA) is then developed based on the findings of the investigation. The learnings are implemented & horizontally deployed across other units to avoid repetitive incidents and corrective actions are driven by site leadership of each location

  By following these steps, we can proactively identify and mitigate work-related hazards, helping to ensure the safety and well-being of their employees

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, we have Abnormality reporting, Near-miss reporting and Safety committee meetings to collect feedback from our employees on any impending risk in their work areas and also try to understand the potential chances of risk from our existing process in a such a way so that effective solutions can be devised to mitigate such risks. All employees also has the access to the portal for reporting of near misses and unsafe acts/conditions.

These processes typically involve clear communication channels for reporting hazards, training on hazard recognition, and empowering workers to stop work if they see in any imminent danger at workplace.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes all permanent employees are covered under the ESI scheme/Medical health insurance scheme.

11. Details of safety related incidents, in the following format :-

| Safety Incident/Number | Category | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 13.44 | 0 |
| Total recordable work-related injuries | Employees | 0 | 4 |
| | Workers | 1 | 19 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

We are increasingly leveraging technology such as sensors, IoT devices, modern age equipments, etc to monitor workplace conditions in real-time. This includes monitoring air quality, temperature for fire related devices activation and logic for smart

## Annexure VII to the Directors' Report (contd.)

automation, noise levels, critical areas for any toxic gas release, etc to identify potential hazards and ensure compliance with safety standards. Ensuring compliance with relevant occupational health and safety regulations and standards set forth by local authorities and industry organizations with regularly reviewing and updating safety protocols to align with any changes in regulations or best practices has been our prime goal.

All our sites have emergency response plans for various scenarios, such as fires, chemical spills, or medical emergencies and we also ensure that employees are trained in emergency procedures and that adequate resources are available to respond effectively to emergencies. Conducting mock drills under supervision and collaborating with local fire authorities at our plants helps us to improve the standards of the exercise and identify any potential gap, which is taken care with utmost priority.

We also encourage employee involvement in safety initiatives by soliciting feedback, conducting safety committees or meetings, and recognizing and rewarding safe behaviors, creating an environment where employees feel empowered to report hazards and suggest improvements to safety practices.

The Company also offers medical check-up, health and wellness programs to promote employee well-being, including access to healthcare services, counselling, fitness programs, and ergonomic assessments to prevent work-related injuries and illnesses.

For shop floor personnel, we ensure use of appropriate personal protective equipment, such as helmets, safety shoes, safety goggles, gloves, respirators, and protective clothing, to employees based on the nature of their work and potential hazards present in the workplace.

We are also conducting regular inspections of the workplace to identify and address potential hazards, such as faulty equipment, spills, or unsafe working conditions and working continuously towards building up robust maintenance program each year to ensure that machinery and facilities are properly maintained and in good working condition.

Also, comprehensive safety training is provided to all employees, including proper handling of chemicals, equipment operation, emergency procedures, and ergonomics. This ensures that employees are aware of potential hazards and know how to work safely.

We keep our new facilities abreast with latest fire fighting technologies which can be operated at a safe distance through SCADA as well as can be automatically actuated based on logic controlled programs. Fail safe scenarios are being developed to identify any gap in the existing control measures and best in class technologies/equipment are being installed at the shop floor to ensure that manual mistakes do not lead to any incident by making the system tamper-proof. We practice isolation measures through LOTO implementation in our shutdown/maintenance activities and all non- routine activities which are not involved in production is being carried out through Work Permit System.

Through proper identification and isolation of zones, we ensure that suitable flame proof equipment, fire fighting devices and other preventive measures like guard cover, multiple layer of protection in solvent & monomer unloading/handling, working practices as per standard procedure, necessary Single Point lessons, compatibility chart, etc are being installed at the shop floor and proper training is provided to workers/operators and staff who are involved in the respective activities.

13. Number of Complaints on the following made by employees and workers:

| | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | **Filed during the year** | **Pending resolution at the end of year** | **Remarks** | **Filed during the year** | **Pending resolution at the end of year** | **Remarks** |
| Working Conditions | Nil | Nil | — | Nil | Nil | — |
| Health & Safety | Nil | Nil | — | Nil | Nil | — |



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14. Assessments for the year:

| | **% of your plants and offices that were assessed (by entity or statutory authorities or third parties)** |
|---|---|
| Health and safety practices | 100% covered by Internal and External Auditors (DISH Inspectors, TUV Nord India Pvt Ltd., Ms. Cholamandalam Risk Services, Ms. Consultivo Business Solution, Ms. IND Safe Risk consulting, MSD Consultancy etc. ) |
| Working Conditions | 100% covered by Internal and External Auditors (DISH Inspectors, TUV Nord India Pvt Ltd., Ms. Cholamandalam Risk Services, Ms. Consultivo Business Solution, Ms. IND Safe Risk consulting, MSD Consultancy etc. ) |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Any significant risk/concern highlighted during the external or internal reviews/routine and non routine inspection by workers or operators, etc is being taken up with utmost priority and operations are also dismissed until proper corrective action is being taken while a robust preventive action plan is being drawn up by the local/Corporate Safety team. Near misreporting and CAPA against any incident/accident is being done through online portal where tracking of such open issues is being done and proper resolution is being implemented through involvement of all concerned team members.

To address significant risks and concerns arising from assessments of health & safety practices and working conditions following measures are in place,

- Developing a comprehensive Health & Safety Management System (HSMS) to ensure that all employees are aware of their responsibilities and the risks associated with their work
- Establishing a Health & Safety Committee to review and monitor safety performance and ensure that any risks and concerns are addressed
- Introducing a range of safety training programmes to ensure that all employees are aware of their responsibilities and the risks associated with their work
- Implementing a range of safety initiatives to reduce the risk of accidents and injuries, such as ensuring proper personal protective equipment (PPE) compliance and the use of safety signage and warning systems
- Carrying out regular risk assessments to identify any potential hazards and take appropriate action to reduce or eliminate them
- Working with external health and safety consultants to review and update safety policies and procedures
- Establishing a safety culture within the organisation to ensure that safety is given the highest priority.

With this approach, there have been no accidents/major incidents in the past year. For minor spill and leakage related incidents that occurred previously both corrective and preventive actions have been taken up. No environmental damage has occurred as the spills at the respective locations were contained and most of the material was also recovered however to ensure such material loss does not happen the installations were reviewed and necessary changes in the pipes and joints were being done by respective vendors.

Change management has also been introduced to ensure that any transitions in the process/ product is transitioned smoothly by providing a structured approach to planning, implementing and monitoring changes. Also we ensure effective communication at all stages of the change process. Clear and transparent communication helps employees understand the reasons for the changes, the expected outcomes, and their roles in the process. This reduces uncertainty and confusion, leading to better acceptance of the changes and safer working environment.

## Annexure VII to the Directors' Report (contd.)

### Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N). – No

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

   – Regular audits are done at the third party service providers end as to whether statutory compliance have been done and reimbursement/payment is done based on production of evidence on compliances made.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY 2024-2025 (Current Financial Year) | FY 2023-2024 (Previous Financial Year) | FY 2024-2025 (Current Financial Year) | FY 2023-2024 (Previous Financial Year) |
| Employees | 0 | 0 | – | – |
| Workers | 1 | 0 | – | – |

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No) – No

5. Details on assessment of value chain partners:

| | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | 80.35% |
| Working Conditions | 80.35% |

80.35% of OPC's (Outsource Processing Centers) have been assessed in FY 2024-2025.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

   NIL

### PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

   The internal and external groups/bodies whose activities, participation and aspirations are integral to the business and have significant impact on the operations of Berger Paints India Limited, are regarded as key stakeholder groups and have been identified accordingly.



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2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

| S. No. | Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Websites, Others) | Frequency of engagement (Annually /Half yearly/Quarterly others- please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|---|
| 1. | Shareholder | No | Done through Annual General Meeting/ Stock Exchange Disclosures/ Half yearly Results Publication/Quarterly Results Publication/ Complaints and Resolutions. | AGM- Annually<br>H/Y Results-Half yearly<br>Q/Y Results-Quarterly<br>Others - Factory visits | Financial Results, Dividends, Financial Stability, Significant changes in shareholding, ESG practices, climate change risks, cyber risks, growth prospects |
| 2. | Employees | No | Done through MDs communications and Townhalls, various HOD Communications including apprising of HR practices, KRA reviews, team meetings, performance appraisals, union meetings, wellness initiatives, Grievance Mechanism Functioning, email, intranet, websites, poster campaigns, house magazines, confluence, circulars, quarterly publication, newsletters. | Ongoing, year round process | Performance analysis and career path setting, innovation, operational efficiencies, improvement areas, long-term strategy plans, training and awareness, responsible marketing, brand communication, health, safety and engagement initiative, ESG awareness |
| 3. | Customers | No | Through distributor, retailer, direct customer, achievers' meets, senior leader and customer meets/ visits, customer plant visits, focus group discussion, trade body membership, complaints management, helpdesk, website, conferences, information on changes, customer surveys, excursions, frequent business meets and travels. | Ongoing, year round process | Product quality and availability, responsiveness to needs, increase of sales targets, business responsibility guidelines |
| 4. | Suppliers/ Partners | No | Prequalification/vetting, communication and partnership meets, plant visits, MoU and framework agreements, online training, meets, contract management/ review, product workshops/on site presentations, satisfaction surveys, help desks. | Ongoing, year round process | Quality, timely delivery and payments, ESG consideration (sustainability, safety checks, compliances, ethical behavior), ISO and OHSAS standards, Introduction of ESG qualities |
| 5. | Government | No | Advocacy meetings with local/state / national government ministries, authorities, seminars, media releases, related meetings. | Ongoing, year round process | Compliance with ESG practices (frameworks for sustainability and beyond, compliance changes in regulatory frameworks, skill and capacity building, employment, environmental measures), policy advocacy, timely contribution to exchequer |
| 6. | Communities | Yes | Community visits and projects, partnership with local charities, volunteerism, seminars/ conferences. | Ongoing | Waste management, integrated water management, clean water, climate change impacts, community development, self-sustainability, livelihood support, disaster relief, support of the United Nations Sustainable Development Goals (UN SDGs) building capacity of future leaders, digital ecosystem development |

## Annexure VII to the Directors' Report (contd.)

### Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

   The Company has carried out robust stakeholder engagement process while developing the Sustainability Report. The results of such engagement are available in the segments 'Strengthening Bonds with our Stakeholder Family' and 'Identifying Factors Material to our Business' of the said report.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Yes, stakeholder consultation is a key step in identification and management of environmental and social topics and the Company while engaging in such exercise took cognizance of feedbacks to identify factors material to the business. The segments 'Identifying Factors Material to Our Business' of our Sustainability Report evidences such engagement.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups. The Company has not engaged with vulnerable/ marginalized stakeholder groups.

### PRINCIPLE 5 Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| **Employees** | | | | | | |
| Permanent | 4270 | 2010 | 47 | 4001 | 2046 | 51 |
| Other than permanent | 4116 | 1000 | 24 | 3143 | Nil | Nil |
| **Total Employees** | **8386** | **3010** | **36** | **7144** | **2046** | **29** |
| **Workers** | | | | | | |
| Permanent | 490 | 170 | 35 | 444 | 165 | 37.16 |
| Other than permanent | 5604 | Nil | Nil | 6110 | Nil | Nil |
| **Total Workers** | **6094** | **170** | **3** | **6554** | **165** | **2.51** |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2024-2025 Current Financial Year | | | | | FY 2023-2024 Previous Financial Year | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 4174 | 0 | 0 | 4174 | 100 | 3915 | 0 | 0.00 | 3915 | 100.00 |
| Female | 96 | 0 | 0 | 96 | 100 | 86 | 0 | 0.00 | 86 | 100.00 |



## Annexure VII to the Directors' Report (contd.)

| Category | FY 2024-2025 Current Financial Year | | | | | FY 2023-2024 Previous Financial Year | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| **Other than Permanent** | | | | | | | | | | |
| Male | 4023 | 0 | 0 | 4023 | 100 | 3044 | 0 | 0.00 | 3044 | 100.00 |
| Female | 93 | 0 | 0 | 93 | 100 | 99 | 0 | 0.00 | 99 | 100.00 |
| **Workers** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 489 | 0 | 0 | 489 | 100 | 443 | 0 | 0.00 | 443 | 100.00 |
| Female | 1 | 0 | 0 | 1 | 100 | 1 | 0 | 0.00 | 1 | 100.00 |
| **Other than Permanent** | | | | | | | | | | |
| Male | 5391 | 0 | 0 | 5391 | 100 | 5889 | 5671 | 96.3 | 218 | 3.7 |
| Female | 213 | 0 | 0 | 213 | 100 | 221 | 221 | 100.00 | 0 | 0.0 |

3. Details of remuneration/salary/wages

   a. Median remuneration / wages (As at 31st March, 2025):

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 10 | | | |
| Executive Director | 1 | 9,32,95,092 | 0 | 0 |
| Non- Executive Director (Commission only) | 7 | 8,25,000 | 2 | 43,46,670.50 |
| Key Managerial Personnel | 3 | 99,25,867 | 0 | 0 |
| Employees other than BoD and KMP | 4171 | 9,78,046 | 96 | 7,91,846 |
| Workers | 489 | 5,06,667 | 1 | 5,20,178 |

   b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Gross wages paid to females as % of total wages | 1.80% | 0.22% |

## Annexure VII to the Directors' Report (contd.)

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

   No individual or committee has been tasked with this responsibility. Such matters are dealt by Human Resource Department.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

   The Company has framed a comprehensive HR Policy and all grievances relating to Employees are dealt in a fair and transparent manner based on the provisions mentioned in the said policy.

6. Number of Complaints on the following made by employees and workers:

| | FY 2024-2025 Current Financial Year | | | FY 2023-2024 Previous Financial Year | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | 2 | Resolved | # Please refer notes | 1 | Resolved | * Please refer notes |
| Discrimination at workplace | 1 | Resolved | Nil | Nil | Nil | Nil |
| Child Labour | Nil | Nil | Nil | Nil | Nil | Nil |
| Forced Labour/Involuntary Labour | Nil | Nil | Nil | Nil | Nil | Nil |
| Wages | Nil | Nil | Nil | Nil | Nil | Nil |
| Other Human Rights related issues | Nil | Nil | Nil | Nil | Nil | Nil |

**Notes:-** # Yes and necessary action has been taken against the accused persons.

* Yes and the accused person was terminated in the month of April 2024.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 in the following format.

| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013(POSH) | 2 | 1 |
| Complaints on POSH as a % of female employees/ workers | 0.49 | 0.25 |
| Complaints on POSH upheld | Yes. Necessary action was taken against the accused persons. | Yes & the accused person is terminated in the month of April 2024. |

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

   Such matters, if any are referred to the Internal Committee and the Human Resource Department for appropriate action.

9. Do human rights requirements form part of your business agreements and contracts?

   (**Yes/No**) Yes



Annexure VII to the Directors' Report (contd.)

10. Assessments for the year:

| | % of your plants & offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child labour | Plant – 100 % |
| Forced/involuntary labour | Plant – 100 % |
| Sexual harassment | Plant – 100 % |
| Wages | Plant – 100 % |
| Others- please specify | Plant – 100 % |

Self-assessment done internally. No external agency was involved.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above: No corrective action is warranted as no significant concerned has emerged.

**Leadership Indicators**

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

   No such case warranted action.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

   Constant vigilance is carried out by Factory and Office personnel throughout the year.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

   Yes.

4. Details on assessment of value chain partners:

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child labour | The Company has undertaken Value Chain Outreach in 2024-25 disseminating information on Human Rights, Equal Opportunity and ESG matters and encouraging the latter to walk the ESG path. The matter of assessment is under process. It is planned to hold more awareness programmes on such matters. |
| Forced/involuntary labour | |
| Sexual harassment | |
| Wages | |
| Others- please specify | |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above. Not Applicable

## Annexure VII to the Directors' Report (contd.)

### PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **From renewable sources** | | |
| Total electricity consumption in MJ (A) | 3,49,90,879.50 | 3,32,47,030 |
| Total fuel consumption in MJ (B) | 11,24,30,298.19 | 15,69,33,100 |
| Energy consumption through other sources (C) | 0 | 0 |
| **Total energy consumed from renewable sources in MJ (A+B+C)** | 14,74,21,178 | 19,01,80,130 |
| **From non-renewable sources** | | |
| Total electricity consumption in MJ (D) | 16,89,58,589.62 | 16,62,01,074 |
| Total fuel consumption in MJ (E) | 6,61,11,149.55 | 7,25,40,074 |
| Energy consumption through other sources (F) | 0 | 0 |
| **Total energy consumed from non-renewable sources in MJ (D+E+F)** | 23,50,69,739 | 23,87,41,148 |
| **Total energy consumed in MJ (A+B+C+D+E+F)** | 38,24,90,917 | 42,89,21,278 |
| **Energy intensity per rupee of turnover in MJ/Mln INR** (Total energy consumed/ Revenue from operations) | 3761.26 | 4287.9 |
| **Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) in MJ/Mln INR** (Total energy consumed/Revenue from operations adjusted for PPP) PPP conversion factor for FY 2024-2025 considered 20.66 as per **https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND** | 77708 | 88588 |
| **Energy intensity in terms of physical output in MJ/KL** | 695 | 812 |
| Energy intensity (optional) – the relevant metric may be selected by the entity | – | – |

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Independent assurance provided by Futurestation Services LLP.

In the current year, we have included the energy data of manufacturing plants and that of the depots. The FY 2023-2024 data as disclosed last year included only the energy data of manufacturing plants. Hence the FY 2023-2024 energy data has been restated to be consistent with current year considerations. To maintain comparability, same PPP conversion factor has been applied in the current and previous years.

While majority of the production is liquid and measurable by volume, there are certain products like distemper, putty etc. that are solid and can only be measured by weight. An average estimated density of 2.8 kg/litre has been used (for solid products) and the entire production has been expressed in KL.

| | FY 2024-2025 | FY 2023-2024 | Improvement % |
|---|---|---|---|
| Absolute energy consumption in MJ | 38,24,90,917 | 42,89,21,278 | 10.82% |
| Energy Intensity MJ/Mln INR | 3761 | 4288 | 12.28% |
| Energy Intensity MJ/KL | 695 | 812 | 14.41% |

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. No

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | 10018 | – |
| (ii) Groundwater | 347687 | 384081 |
| (iii) Third party water | 74207 | 87724 |
| (iv) Seawater/desalinated water | 0 | – |
| (v) Others | 520 | 3730 |
| **Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)** | 432432 | 475535 |
| **Total volume of water consumption (in kilolitres)** | 391189 | 414424 |
| **Water intensity per rupee of turnover in KL/Mln INR** (Total water consumption/Revenue from operations) | 3.85 | 4.14 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity in KL/Mln INR (PPP)** (Total water consumption/Revenue from operations adjusted for PPP) PPP conversion factor for FY 2024-2025 considered 20.66 as per **https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND** | 79.47 | 85.53 |
| **Water intensity in terms of physical output in KL/KL** | 0.71 | 0.78 |
| **Water intensity** (optional) – the relevant metric may be selected by the entity | – | – |

*Groundwater withdrawal amount has been reduced by 7371KL, the estimated amount of groundwater withdrawal avoided due to rainwater harvesting through CSR activities. Details in Answer to Leadership Indicator Q4.

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent assurance provided by Futurestation Services LLP. To maintain comparability, same PPP conversion factor has been applied in the current and previous years.

While majority of the production is liquid and measurable by volume, there are certain products like distemper, putty etc. that are solid and can only be measured by weight. An average estimated density of 2.8 kg/litre has been used (for solid products) and the entire production has been expressed in KL.

| | FY 2024-2025 | FY 2023-2024 | Improvement % |
|---|---|---|---|
| Total volume of water consumption in KL | 391189 | 414424 | 5.6% |
| Water intensity in KL/Mln INR | 3.85 | 4.14 | 7.0% |
| Water intensity in KL/KL | 0.71 | 0.78 | 8.97% |

## Annexure VII to the Directors' Report (contd.)

4. Provide the following details related to water discharged:

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) To Surface water | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of Treatment (through ETP (Primary, secondary, and tertiary treatment) | 913 | 8942 |
| (ii) To Groundwater | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (iii) To Seawater | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (iv) Sent to third-parties | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of Treatment (After primary & secondary treatment sent to CETP) | 2519 | 3020 |
| (v) Others | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of Treatment (ZLD/Gardening/ Firewater tank top-up/process) | 37811 | 49149 |
| **Total water discharged (in kilolitres)** | 41243 | 61110 |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent assurance provided by Futurestation Services LLP.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Currently more than 42% units have Zero Liquid Discharge (ZLD) successfully operating and 3 Units are under project stage which shall be completed in FY 2025-2026.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|---|
| NOx | mg/m3 (Average) | 29.18 | 30.75 |
| SOx | mg/m3 (Average) | 16.41 | 19.19 |
| Particulate Matter (PM) | mg/m3 (Average) | 52.11 | 53.76 |
| Persistent organic pollutants (POP) | — | — | — |
| Volatile organic compounds (VOC) | ppm (Average) | 2.18 | 4.01 |
| Hazardous air pollutants (HAP) | — | — | — |
| **Others – please specify** | — | — | — |

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.
Yes, Envirocheck, Envirotech, Qualissure, EkoPro Aman Enviro, etc. and others as approved by local PCBs.
Apart from Quarterly work place monitoring there are CPCB authorized audits from Industry experts and competent bodies which are conducted on surprise/ planned basis and no non-conformance observed in last FY.



Annexure VII to the Directors' Report (contd.)

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & intensity, in the following format:

| Parameter* | Unit | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|---|
| **Total Scope 1 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | 8912 | 9995 |
| **Total Scope 2 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | 34120 | 33108 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover** (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations) | Metric tonnes of CO2 Equivalent/ Mln-INR of Turnover | 0.42 | 0.43 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP) PPP conversion factor for FY 2024-2025 considered 20.66 as per **https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND** | Metric tonnes of CO2 Equivalent/ Mln-INR adjusted for PPP | 8.67 | 8.88 |
| **Total Scope 1 and Scope 2 emission intensity in terms of physical output** | Metric tonnes of CO2 Equivalent/KL | 0.08 | 0.08 |
| **Total Scope 1 and Scope 2 emission intensity** (optional) – the relevant metric may be selected by the entity | — | — | — |

*The data is for Berger standalone and does not consider equity share approach of GHG Protocol

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent assurance provided by Futurestation Services LLP to maintain comparability, same PPP conversion factor has been applied in the current and previous years. In the current year, we have included the emissions of manufacturing plants, that of the depots and that of 4 of the 17 subsidiaries (including step down subsidiaries) under equity share approach. We will add the emissions of the remaining subsidiaries in future to comply with the equity share approach. The FY 2023-2024 data as disclosed last year included only the emissions of manufacturing plants. Hence the FY 2023-2024 GHG data has been restated to be consistent with current year considerations (that is, that of manufacturing plants and depots).

Scope 2 emissions data is location based.

While majority of the production is liquid and measurable by volume, there are certain products like distemper, putty etc. that are solid and can only be measured by weight. An average estimated density of 2.8 kg/litre has been used (for solid products) and the entire production has been expressed in KL.

| | FY 2024-2025 | FY 2023-2024 | Improvement % |
|---|---|---|---|
| GHG Scope 1 emissions tCO2e | 8912 | 9995 | 10.8% |
| GHG Scope 2 emissions tCO2e | 34120 | 33108 | 3% |
| Intensity Scope 1 + 2 emissions tCO2e/Mln INR | 0.42 | 0.43 | 2.3% |
| Intensity Scope 1 + 2 emissions tCO2e/KL | 0.08 | 0.08 | – |

The GHG emissions data of FY 2024-2025 with organizational boundary considering equity share approach is given below. In these calculations, the attributed GHG emissions and attributed revenue from operations are considered for Berger and the four subsidiaries mentioned above.

## Annexure VII to the Directors' Report (contd.)

| Parameter | Unit | Data |
|---|---|---|
| GHG Scope 1 | Metric tonnes of CO2 equivalent | 13320 |
| GHG Scope 2 (location based) | Metric tonnes of CO2 equivalent | 38743 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover | Metric tonnes of CO2 equivalent/Mln. INR of Turnover | 0.476 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted to PPP | Metric tonnes of CO2 equivalent/Mln. INR of Turnover adjusted for PPP | 9.83 |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | Metric tonnes of CO2 equivalent/KL | 0.08 |

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

| Project Name | Project Cost (₹ in Crores) | When Implemented | Cost Savings in FY 2024-2025 (₹ in Crores) | GHG Emission reduction in FY 2024-2025 (Mt of CO2) |
|---|---|---|---|---|
| Rooftop Solar Power Plant – Hindupur | 3.65 | Feb'20 | 1.37 | 979.5 |
| Rooftop Solar Power Plant – Jejuri Ph I | 3.10 | Oct'20 | 1.37 | 882.5 |
| Rooftop Solar Power Plant – Jejuri Ph II | 1.00 | Sep'23 | | |
| Biomass Fuel fired Thermic Fluid Heater – Jejuri | 0.73 | Oct'20 | 2.40 | 144.8 |
| Rooftop Solar Power Plant – Naltali Ph I | 1.01 | Nov'20 | 0.39 | 288.3 |
| Rooftop Solar Power Plant – Naltali Ph II | 0.76 | Apr'22 | | |
| Biomass Fuel fired Thermic Fluid Heater – Naltali | 0.33 | May'18 | 0.90 | 565.4 |
| Rooftop Solar Power Plant - Rishra Ph I | 1.90 | Feb'21 | 0.60 | 480.9 |
| Rooftop Solar Power Plant – Rishra Ph II – **New Addition** | 1.01 | May'24 | | |
| Biomass Fuel fired Thermic Fluid Heater – Rishra | 3.85 | Feb'20 | 1.29 | 1088.7 |
| Rooftop Solar Power Plant – Goa | 2.06 | Jan'22 | 0.28 | 248.6 |
| Biomass Fuel fired Thermic Fluid Heater – Goa | 2.77 | Oct'21 | 1.22 | 63.9 |
| Rooftop Solar Power Plant – Pondicherry Ph I | 1.79 | Dec'22 | 0.82 | 754.3 |
| Rooftop Solar Power Plant – Pondicherry Ph II | 1.53 | Apr'23 | | |
| Biomass Fuel fired Thermic Fluid Heater – Pondicherry | 1.05 | Dec'15 | 3.00 | 610.6 |
| Rooftop Solar Power Plant – Sandila | 6.89 | Oct'22 | 1.85 | 1709.5 |
| Biomass Fuel fired Thermic Fluid Heater – Sandila | 1.03 | Feb'23 | 1.80 | 1097.1 |



Annexure VII to the Directors' Report (contd.)

| Project Name | Project Cost (₹ in Crores) | When Implemented | Cost Savings in FY 2024-2025 (₹ in Crores) | GHG Emission reduction in FY 2024-2025 (Mt of CO2) |
|---|---|---|---|---|
| Rooftop Solar Power Plant – Jammu | 2.21 | Nov'22 | 0.26 | 375.0 |
| Biomass Fuel fired Thermic Fluid Heater – Jammu | 1.39 | Aug'16 | 1.26 | 784.2 |
| Rooftop Solar Power Plant – British Paints – Hindupur Ph I | 2.12 | Jan'20 | 0.93 | 917.5 |
| Rooftop Solar Power Plant – British Paints – Hindupur Ph II | 1.41 | Aug'21 | | |
| Rooftop Solar Power Plant – British Paints – Sikandrabad Ph I | 1.35 | Jun'21 | 0.36 | 308.9 |
| Rooftop Solar Power Plant – British Paints – Sikandrabad Ph II | 0.90 | Aug'23 | | |
| Rooftop Solar Power Plant – British Paints – Nalbari | 0.95 | Jun'21 | 0.18 | 182.3 |

9. Provide details related to waste management by the entity, in the following format:

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **Total Waste generated (in metric tonnes)** | | |
| Plastic waste **(A)** | 1833 | 1216 |
| E-waste **(B)** | 33 | 7 |
| Bio-medical waste **(C)** | 0.03 | 0 |
| Construction and demolition waste **(D)** | 2166 | 0 |
| Battery waste **(E)** | 0.67 | 60 |
| Radioactive waste **(F)** | 0 | 0 |
| Other Hazardous waste. Please specify, if any. **(G)** | 4489 | 3709 |
| Other Non-hazardous waste generated **(H).** Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 2513 | 3339 |
| **Total (A + B + C + D + E + F + G + H)** | **11035** | **8331** |
| **Waste intensity per rupee of turnover in MT/Mln INR** (Total waste generated/Revenue from operations) | 0.11 | 0.083 |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity in MT/Mln INR (PPP)** (Total waste generated/Revenue from operations adjusted for PPP) PPP conversion factor for FY 2024-2025 considered 20.66 as per **https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND** | 2.24 | 1.71 |
| **Waste intensity in terms of physical output in MT/KL** | 0.02 | 0.016 |
| **Waste intensity** (optional) – the relevant metric may be selected by the entity | – | – |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Recycled | 758 | 839 |
| (ii) Re-used | 176 | 1047 |
| (iii) Other recovery operations | 0 | 3 |
| **Total** | **934** | **1889** |

## Annexure VII to the Directors' Report (contd.)

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Incineration | 9.6 | 0.0 |
| (ii) Landfilling | 0.0 | 0.0 |
| (iii) Other disposal operations | 10095.4 | 6442.0 |
| **Total** | **10105.0** | **6442.0** |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

(Y/N) If yes, name of the external agency.

Independent assurance provided by Futurestation Services LLP To maintain comparability, same PPP conversion factor has been applied in the current and previous years. While majority of the production is liquid and measurable by volume, there are certain products like distemper, putty etc. that are solid and can only be measured by weight. An average estimated density of 2.8 kg/litre has been used (for solid products) and the entire production has been expressed in KL.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Company has launched a project called WOW (War on Waste) under Manufacturing excellence umbrella which aims at 4R (Reduce, Reuse, Recycle, Recreate) under which reduction of waste at source, Sticky loss recovery, powder RM reuse in batches and recreate a usable RM from waste is being done and system is set in place to monitor the process and ensure that no such material is sent out as waste.

For filling operation all our plants have shifted towards use of automatics machines, where the chance of spillage is very less. Excess/less filing is stopped which could result in product rejection due to tinting.

Defect prevention is targeted in products through RFT (Right First Time) implementation to minimize process waste generation.

Washing solvent generated from washing of equipment is being reused in subsequent production batches. Spent solvent is reused for cleaning purpose and after multiple such uses, fresh solvent is recovered in-house from waste solvent through distillation process. The recovered fresh solvent is recycled into paint manufacturing process related activities. '19th barrel syndrome' – project taken to limit generation of washing solvent at plant so within 18 barrels washing solvent generated gets reused in washing.

Barrels used for production and storage purposes are re-used – another step towards reducing Carbon footprint.

Plastic waste from raw material packaging and damaged packaging material is sent to an authorised plastic recycler. Under Plastic Waste management rules, Berger Paints has established action plan as per our EPR obligations and carried out the compliance for recycling with company appointed WMA (Waste Management Agencies). Also, recycled plastic content is used in our product packaging which ensured that use of virgin plastic can be reduced.

Waste generated inside the plant is being collected and disposed through approved Cement plants for co-processing.

Powder collected from Dust extraction system is reused in making economy grade products.

Project JAL has been taken ahead by the plants to curb water wastage.



## Annexure VII to the Directors' Report (contd.)

Through Project PARAGON our in-transit damages have reduced significantly causing lesser harm to environment and better storage condition at the depots.

We have also implemented a number of waste reduction initiatives, such as reducing packaging, using recycled materials, and encouraging employees to reduce their own waste. We have implemented a number of waste recycling programs, such as paper, plastic, container segregation and its best utilization. These initiatives help us to reduce our environmental impact and ensure that our products and processes are safe and sustainable.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format: None

| S. No. | Location of operations/ offices | Type of operations | Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|---|---|---|---|
| – | – | – | – |

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web link |
|---|---|---|---|---|---|
| Expansion of Integrated Paint Manufacturing Facility at Plot No. 262, Thumukunta Industrial Area, APIIC Growth Centre, Hindupur-Mandal, Sri Satya Sai District, Andhra Pradesh | IA/AP/IND3/ 480546/2024 | 06/07/2024 | Yes | Yes | **https://www.bergerpaints.com/about-us/expansions** |
| Proposed Greenfield project of integrated paint manufacturing plant located at plot no. A42 & A42/1 in Panagarh Industrial Park, PS : Kanksa, District : Paschim Bardhaman, West Bengal. by M/s. Berger Paints India Ltd. | SIA/WB/IND3/ 467819/2024 | 06/05/2024 | Yes | Yes | **https://www.bergerpaints.com/about-us/expansions** |

## Annexure VII to the Directors' Report (contd.)

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act and Rules thereunder (Y/N)? If not, provide details of all such non-compliances, in the following format:

| S. No. | Specify the law/regulation/ guidelines which was not complied with | Provide details of the non-compliance | Any fines/penalties/ action taken by regulatory agencies such as Pollution Control Boards or by courts | Corrective action taken, if any |
|---|---|---|---|---|
| 1 | Water (Prevention and Control of Pollution) Act | None | None | NA |
| 2 | Air (Prevention and Control of Pollution) Act | None | None | NA |
| 3 | Environment Protection Act | None | None | NA |

**Leadership Indicators**

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

   For each facility/plant located in areas of water stress, provide the following information:

   (i) Name of the area – Berger Paints Hindupur

   (ii) Nature of operations – Liquid paints Manufacturing

   (iii) Water withdrawal, consumption and discharge in the following format:

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | 479 | - |
| (ii) Groundwater | Nil | Nil |
| (iii) Third party water | 39652.50 | 38819 |
| (iv) Seawater/desalinated water | Nil | Nil |
| (v) Others | - | - |
| **Total volume of water withdrawal (in kilolitres)** | **40131.50** | **38819** |
| **Total volume of water consumption (in kilolitres)** | **35653.71** | **38819** |
| **Water intensity per rupee of turnover** (Water consumed/turnover) | 0.351 KL/ Mln. INR | 0.388 KL/ Mln. INR |
| **Water intensity** (optional) – the relevant metric may be selected by the entity | – | – |
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) Into Surface water | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (ii) Into Groundwater | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |



Annexure VII to the Directors' Report (contd.)

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| (iii) Into Seawater | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (iv) Sent to third-parties | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (v) Others | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment Through ETP (Primary, secondary, and tertiary treatment) | 4477.79 | 4572.09 |
| **Total water discharged (in kilolitres)** | **4477.79** | **4572.09** |

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No.

(i) Name of the area – British Paints division of the Company, Hindupur

(ii) Nature of operations – Liquid paints Manufacturing

(iii) Water withdrawal, consumption and discharge in the following format:

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | – | – |
| (ii) Ground water | 16697.66 | 16062 |
| (iii) Third party water | Nil | 202 |
| (iv) Seawater/desalinated water | Nil | Nil |
| (v) Others | 0 | 0 |
| **Total volume of water withdrawal (in kilolitres)** | 16697.66 | 16264 |
| **Total volume of water consumption (in kilolitres)** | 15781 | 16051 |
| **Water intensity per rupee of turnover** (Water consumed/turnover) | 0.16 KL/ Mln. INR | 0.16 KL/Mln.INR |
| **Water intensity** (optional) – the relevant metric may be selected by the entity | – | – |
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) Into Surface water | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (ii) Into Groundwater | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (iii) Into Seawater | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |

## Annexure VII to the Directors' Report (contd.)

| Parameter | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| (iv) Sent to third-parties | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | Nil | Nil |
| (v) Others | Nil | Nil |
| – No treatment | Nil | Nil |
| – With treatment – please specify level of treatment | 916.66 | 213 |
| **Total water discharged (in kilolitres)** | **916.66** | **213** |

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter | Unit | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|---|
| **Total Scope 3 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | NA* | NA* |
| **Total Scope 3 emissions per rupee of turnover** | – | NA* | NA* |
| **Total Scope 3 emission intensity** (optional) – the relevant metric may be selected by the entity | – | – | – |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.
No.

***The Company has not carried out computation of Scope 3 emissions for the current year.**

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.
Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| S. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|---|
| 1 | Zero Liquid Discharge System | From the Effluent Treatment Plants installed at all of our Units, the treated water was earlier released after the characteristics of the effluent water were met as per the PCB recommendation but, to recycle & reuse that water & thereby, to reduce the water consumption of the Units, we have also installed ZLD (Zero Liquid Discharge) systems at applicable units which consists of various Filtration units along with RO module & MEE (Multiple Effect Evaporator). Further we have upgraded the system with MVRE which is low energy consumption. After treating the effluent water coming from ETP, through ZLD system, this water is used for domestic & industrial utility application. | 1) Zero discharge of liquid effluent & reuse of the same after treatment.<br>2) Reduction of water consumption. |



Annexure VII to the Directors' Report (contd.)

| S. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|---|
| 2 | Effluent Treatment Plants in all Berger Units, with Activated Sludge Process & Tertiary Treatment. | Essentially, the paints manufacturing process, as such, does not directly generate any wastewater streams to cause any water pollution. However, at a typical paint manufacturing facility, the wastewater streams generated from the operations include those from equipment cleaning/ reactor washing and from the support utilities. These waste water are collected from their respective point of generation & transferred to the ETP's with Activated Sludge Process & Tertiary Treatment, where these are treated to maintain level for certain parameters like BOD, COD, TDS, TSS etc. within the limits prescribed by the PCB. | 1) Reduction of BOD, COD, TSS etc. to the maximum extent in the treated water, to maintain the same within the prescribed limit of PCB. |
| 3 | Usage of Bio-Fuel instead of Diesel for the Thermic Fluid Heaters of Resin Plants. | In the Resin Plants, Thermic Fluid Heaters are used to supply process heat to the Reactors. Earlier we used Diesel as the fuel for this Thermic Fluid Heaters but now we have replaced the Diesel fired heaters by Bio-fuel fired Heaters like use of Ground nut pellets, Cashew nut pellets, Sugarcane baggase, etc. with fully automatic closed loop charging system. Bio-fuel being much greener fuel compared to Diesel, the Carbon foot print & Green House Gas emission has reduced dramatically, apart from the huge monetary savings obtained. | From Project Harmony R we have done a reduction in batch cycle time, amounting a savings of ₹ 21 lakhs and significant GHG emission reduction. |
| 4 | Usage of PNG (CLEANER –Fuel) instead of LSHS for the Thermic Fluid Heaters of Resin Plants and DUAL Fuel KIT PNG Based for operation of DG Set | 1. PNG Cleaner Fuel has been used by replacing LSHS / HSD/ FO Pollutant Fuel earlier being used for operation of Resin Thermopac, which is much cleaner fuel means that it produces fewer emissions and pollutants when burned. This helps to reduce air pollution and improve air quality. 2. PNG is also more efficient than LSHS, meaning that it requires less fuel to generate the same amount of heat. This can result in lower operating costs for the thermic fluid heater. 3. PNG is also a safer fuel than LSHS, as it is non-toxic and lighter than air. This reduces the risk of fire and other accidents in the workplace. 4. Finally, PNG is a more sustainable fuel than LSHS, as it is derived from Fossil Fuel and very clean fuel which does not leave any residue. This helps to reduce the environmental impact of the thermic fluid heater. | 1) Reduction of huge amount carbon foot print.<br>2) Reduction of Green House Gas emission. |
| 5 | (B)All Out | Project (B)ALL Out, our flagship initiative to enhance grinding efficiency with safer & economically viable means, has made significant progress since you have last heard about it. We have successfully replaced Ball Mills with safer and more efficient technologies, such as Basket Mills, IEC, Stator Rotor, mixed combinations, or new technologies. This strategic move has not only mitigated safety risks and eliminated noise pollution but also delivered substantial power savings. | We have been able to save more than two lacs unit of electricity through this initiative. |
| 6 | DPV Water reuse | We have installed Pigging system in our plant to collect maximum retention during emulsion and water based paints transfer. This is being recollected and used up in batches thereby helping to decrease material loss and decrease our ETP load. | 100% usage of DPV water at our Sandila plant which has helped to save around ₹32.9 lakhs in FY 2024-2025. |

## Annexure VII to the Directors' Report (contd.)

| S. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|---|
| 7 | Project JAL | Taken across all our units with target to reduce our ETP intake water by 50% through re-using measures, arresting leakages and spread awareness on less wastage of water and proper accounting. | Before implementation of Project JAL, SWC was 0.96 KL/KL-MT in FY 22-23 which has now reduced to 0.6 KL/KL-MT in FY 2024-2025 leading to a reduction of 37.5% against target of 27% reduction. |
| 8 | Green STP | Rediscovering Nature's Genius in treating Sewage - the cow's stomach. The unique patented technology treats sewage in a decentralized, self- sustainable way in underground chambers without power, chemicals or human intervention. Using Biomimicry, regenerative innovation inspired by nature, the Green-STP utilizes functional principles and strategies of microorganisms and ecosystem found in a cow's stomach | 15,00,000 liters sewage water purification per year capacity. |
| 9 | Installation of Roof Top Solar Power Plant | We have recognized the importance of sustainability and renewable energy. One of the initiatives undertaken is the installation of rooftop solar plants on their facilities. Solar energy has significantly reduced electricity consumption over the long term. By generating our own electricity from solar panels, we have been able to offset the consumption from the grid, thus switching over to cleaner and greener alternatives. | 9719688.75 KWH generated in FY 24-25 |
| 10 | Water conservation project at Walhe village, near Jejuri (Pune factory) | Under our Project JAL, a noble CSR initiative was undertaken last year in nearby Walhe village where residents faced shortage of water round the year and during monsoons, heavy flooding due to blocked water stream and catchment of this water was not available. Our team helped clean the blocked stream and desilting of the barren land, allowing water to flow freely through this channel and availability of water to the villagers improved. The channel got new lease of life, increasing the water storage potential and the people of Walhe village got reason to smile. This is part of our water footprint offsetting initiative as these collection ponds avoid groundwater/other surface water source usage to the extent of storage. | Water conservation capacity of 56 lac litres and 11.24 lac litres of water savings achieved.<br>Also, from our previously adopted pond in Gaziveerpurm last year we had saved 62.47 lac litres of water. |

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

   Yes, the entity has a business continuity and disaster management plan. This plan outlines the steps the entity will take to ensure the continuity of operations in the event of a disaster. It includes a risk matrix and risk assessment, a detailed plan for responding to and recovering from a disaster, and a plan for testing and maintaining the plan. The plan also includes a communication plan to ensure that employees, customers, and other stakeholders are informed of the situation and the steps that are being taken to address it. The plan is regularly updated to ensure that it is current and effective. The policy towards this is reviewed by the Business Process and Risk Management Committee.

   On site emergency plans are available and communicated to the relevant stakeholders. Mock Drills at all units are conducted periodically as emergency preparedness plan to deal with any unforeseeable natural or man-made disaster or emergency situation.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

   Not Assessed.



Annexure VII to the Directors' Report (contd.)

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

   Not Assessed.

8. How many Green Credits have been generated or procured:

   a. By the listed entity: None

   b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners: Not available.

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations.

   - Vice President & Group Head – Manufacturing & Engineering, has been honored as the "Manufacturing Leader of the Year" at the 4th Edition of the Future of Manufacturing Summit & Awards 2025, held on January 30, 2025, at ITC Maratha, Mumbai
   - Manufacturing Excellence – Berger Paints has been honored with the 'Award for Best Excellence and Digitization at Workplace' at the ASSOCHAM (The Associated Chambers of Commerce and Industry of India) 3rd Edition of Manufacturing and MSME Conclave and Business Excellence Awards 2024
   - EHS-Berger Paints has been honored with the ICC Environment Excellence Award 2024 for our outstanding contributions to sustainability and environmental stewardship. Four of our manufacturing units – Taloja, Naltali, Jammu, and Hindupur have been recognized for their commitment to green practices, innovation and responsible manufacturing
   - Berger Paints-Sandila Plant has been honored with the prestigious National Quality Excellence Award at the 38th National Convention on Quality Concepts organised by the Quality Circle Forum of India in Gwalior
   - Berger Paints has been awarded the esteemed Women Empowerment Award at the National Awards for Excellence 2024
   - Berger Paints- Sandila has been awarded the Energy Efficiency Kaizen Platinum Award 2024 by Confederation of Indian Industry
   - Berger Paints – Naltali, Jejuri and Jammu unit have been honored with the prestigious National Award for Occupational Health & Safety 2024 by the Indian Chamber of Commerce
   - Berger Paints India was awarded the CII SHE Excellence Award 2024 at ITC Sonar, Kolkata
   - Berger Paints India Limited has been recognized as a winner in the "Best Environmentally Friendly Initiatives of the Year" category at the Global CSR, Sustainability, and ESG Awards 2024 by Brand Honchos
   - Berger Paints Pondicherry unit has been honored with the prestigious CII EHS Gold Award for excellence in Environmental, Health and Safety (EHS) standards.

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/affiliated to.

| S. No. | Name of the trade and industry chambers/associations | Reach of trade and industry chambers/ associations (State/National) |
|---|---|---|
| 1 | Bengal Chamber of Commerce and Industry (BCC & I) | State |
| 2 | Confederation of Indian Industry (CII) | National |
| 3 | Indian Paint Association (IPA) | National |

## Annexure VII to the Directors' Report (contd.)

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

| Name of authority | Brief of the case | Corrective action taken |
|---|---|---|
| Nil | Nil | Nil |

There is no adverse order against the Company.

**Leadership Indicators**

1. Details of public policy positions advocated by the entity:

| S. No. | Public Policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually/Half yearly/Quarterly/ Others – please specify) | Web Link, if available |
|---|---|---|---|---|---|
| – | Nil | Nil | Nil | Nil | – |

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

| Name and brief details of project | SIA Notification No. | Date of Notification | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web link |
|---|---|---|---|---|---|
| Nil | Nil | Nil | Nil | Nil | Nil |

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format: Not Applicable

| S. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In INR) |
|---|---|---|---|---|---|---|
| – | – | – | – | – | – | – |

3. Describe the mechanisms to receive and redress grievances of the community.
Berger Paints has a process to receive, register, assess and resolve grievances of CSR beneficiaries.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Directly sourced from MSMEs/small producers | 11.42% | 11% |
| Directly from within India | 80.97% | 79% |



Annexure VII to the Directors' Report (contd.)

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

| Location* | FY 2024-2025 Current Financial Year | FY 2023-2024 Previous Financial Year |
|---|---|---|
| Rural | 10.32% | 20.26% |
| Semi-urban | 4.17% | 3.33% |
| Urban | 30.44% | 43.61% |
| Metropolitan | 55.07% | 32.78% |

*(Place to be categorized as per RBI Classification System – rural/semi-urban/urban/metropolitan)

**Leadership Indicators**

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

| Details of negative social impact identified | Corrective action taken |
|---|---|
| There are no negative impacts. However, projects are undertaken maintaining all environmental related recommendations mentioned in the ToR report issued by competent authority. | Not applicable as there are no negative impacts. |

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

| S. No. | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| 1 | Andhra Pradesh | Vizianagaram | 7,12,712 |
| 2 | Andhra Pradesh | Visakhapatnam | 28,75,768 |
| 3 | Assam | Barpeta | 64,080 |
| 4 | Assam | Darrang | 64,080 |
| 5 | Assam | Dhubri | 39,872 |
| 6 | Bihar | Aurangabad | 6,45,784 |
| 7 | Bihar | Gaya | 4,48,560 |
| 8 | Bihar | Katihar | 1,53,792 |
| 9 | Bihar | Muzaffarpur | 6,40,088 |
| 10 | Bihar | Sitamarhi | 2,96,192 |

## Annexure VII to the Directors' Report (contd.)

| S. No. | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| 11 | Bihar | Purnia | 2,64,152 |
| 12 | Bihar | Begusarai | 2,33,536 |
| 13 | Bihar | Khagaria | 70,488 |
| 14 | Bihar | Nawada | 3,46,744 |
| 15 | Chhattisgarh | Bijapur | 5,33,288 |
| 16 | Chhattisgarh | Korba | 3,81,632 |
| 17 | Chhattisgarh | Rajnandgaon | 2,77,680 |
| 18 | Chhattisgarh | Mahasamund | 2,76,256 |
| 19 | Chhattisgarh | Kanker | 1,35,280 |
| 20 | Chhattisgarh | Dantewada | 74,760 |
| 21 | Chhattisgarh | Bastar | 2,62,728 |
| 22 | Gujarat | Dahod | 33,464 |
| 23 | Himachal Pradesh | Chamba | 42,720 |
| 24 | Jharkhand | Garhwa | 62,656 |
| 25 | Jharkhand | Chatra | 1,52,368 |
| 26 | Jharkhand | Giridih | 4,84,160 |
| 27 | Jharkhand | Godda | 2,43,504 |
| 28 | Jharkhand | Sahibganj | 3,53,152 |
| 29 | Jharkhand | Pakur | 23,496 |
| 30 | Jharkhand | Bokaro | 1,77,288 |
| 31 | Jharkhand | Purbi Singhbhum | 85,440 |
| 32 | Jharkhand | Palamu | 5,24,744 |
| 33 | Jharkhand | Latehar | 89,000 |
| 34 | Jharkhand | Hazaribagh | 8,52,264 |
| 35 | Jharkhand | Ramgarh | 99,680 |
| 36 | Jharkhand | Dumka | 7,01,320 |
| 37 | Jharkhand | Ranchi | 29,54,088 |
| 38 | Jharkhand | Khunti | 87,576 |
| 39 | Jharkhand | Gumla | 84,728 |
| 40 | Jharkhand | Simdega | 22,784 |
| 41 | Jharkhand | Pashchimi Singhbhum | 58,384 |
| 42 | Karnataka | Raichur | 2,10,752 |
| 43 | Karnataka | Yadgir | 40,584 |
| 44 | Madhya Pradesh | Chhatarpur | 19,224 |
| 45 | Madhya Pradesh | Barwani | 12,104 |
| 46 | Madhya Pradesh | Rajgarh | 42,008 |
| 47 | Madhya Pradesh | Vidisha | 66,928 |



Annexure VII to the Directors' Report (contd.)

| S. No. | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| 48 | Madhya Pradesh | Guna | 22,784 |
| 49 | Madhya Pradesh | Khandwa | 80,456 |
| 50 | Maharashtra | Osmanabad | 31,328 |
| 51 | Maharashtra | Gadchiroli | 13,528 |
| 52 | Odisha | Dhenkanal | 2,44,928 |
| 53 | Odisha | Kandhamal | 1,28,872 |
| 54 | Odisha | Balangir | 52,688 |
| 55 | Odisha | Rayagada | 1,08,936 |
| 56 | Odisha | Koraput | 1,95,088 |
| 57 | Odisha | Malkangiri | 55,536 |
| 58 | Odisha | Nuapada | 41,296 |
| 59 | Punjab | Moga | 35,600 |
| 60 | Punjab | Firozpur | 1,11,072 |
| 61 | Tamil Nadu | Virudhunagar | 1,51,656 |
| 62 | Tamil Nadu | Ramanathapuram | 2,15,024 |
| 63 | Uttar Pradesh | Chitrakoot | 21,360 |
| 64 | Uttar Pradesh | Fatehpur | 61,944 |
| 65 | Uttar Pradesh | Bahraich | 66,928 |
| 66 | Uttar Pradesh | Chandauli | 20,648 |
| 67 | Uttar Pradesh | Sonbhadra | 54,824 |

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)

   No, as the Company does not have information on marginalized/vulnerable groups.

   (b) From which marginalized/vulnerable groups do you procure?

   The Company does not have information on marginalized/vulnerable groups.

   (c) What percentage of total procurement (by value) does it constitute? Not Available

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: Not Applicable

| S. No. | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|---|---|---|---|---|
| – | – | – | – | – |

5. Details of corrective actions taken or underway based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. Not Applicable

| Name of authority | Brief of the Case | Corrective action taken |
|---|---|---|
| – | – | – |

## Annexure VII to the Directors' Report (contd.)

6. Details of beneficiaries of CSR Projects:

| S. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|---|---|---|---|
| 1 | iTrain | 1,22,897 across all locations | Not Applicable as the Company does not have information on marginalised/vulnerable groups |

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   The Company has established an adequate grievance redressal mechanism for consumers, which addresses customer concerns, feedbacks and complaints. The Company maintains a specific section in its website, a dedicated email id and dedicated phone numbers including a toll-free number where the customers can post their queries, grievances, suggestions, feedback for the products and/or services of the Company. Wherever required, the Company escalates the complaints to the level of business heads, regional heads/ functional heads and other concerned officials.

**Receiving Grievances**

Berger Paints has created multiple means through which affected parties can bring their grievances to the attention of the Company.

- Email: **consumerfeedback@bergerindia.com**
- Post: To Corporate Office at Plot No. CF-4, Action Area-IC, New Town, Kolkata, West Bengal, India-700 156

  Registered office address: Berger House, 129 Park Street, Kolkata 700017, West Bengal, India
- Phone: Call Centre with multi-lingual language support at 1800 103 6030 OR phone number of Berger's Corporate Office, 9147720400
- Website: **https://www.bergerpaints.com/customer-service/contact-details.html**
- Social Media: Facebook, Twitter, Instagram, Pinterest, YouTube
- ORM Tool: The Simplify360 tool is used by the Company for online listening and capturing the digital voice of various stakeholders across platforms. This allows Berger Paints the ability to identify and reach out to parties who have problems that need solving
- Offline: Complaints can be registered with any of the Company's sales offices across the country. The contact details of these offices are available on the Company's website as well in the annual report and on its trade pricelists.

Information regarding the various means of reaching Berger are adequately publicized through various physical and digital means. All product packaging, promotion material, printed matter, digital resources of the Company carry details of the manner in which stakeholders can escalate their grievances to the company.

**Registering Grievances**

All complaints and grievances are registered and archived digitally on Microsoft Dynamics CRM or SharePoint depending on the nature of the complaint, with a unique Service Request number and date.

The **consumerfeedback@bergerindia.com** email address is used to transmit and escalate complaints to the personnel in various functions and divisions tasked with assessing and resolving them.

The Customer Grievance Officer monitors all grievances till they are closed.



Annexure VII to the Directors' Report (contd.)

**Assess and Resolve Grievances**

**Product Complaints** – Any product complaint received by Berger Paints whether online or offline is attended to and investigated by technically competent personnel from the concerned business division. These are also logged into a SharePoint portal and details are shared with the concerned product, production and R&D team members for information and further investigation.

**Service Complaints** – A Complaint regarding service failure at any worksite are attended to and investigated by personnel from the concerned business division.

**Shareholder Issues or Complaints** – These are attended to by the Secretarial Department in a time-bound manner.

**Dealer/Distributor Complaints** – These are attended to by the sales team members and are tracked till closure by the National head of sales.

**Service Provider (Interior Designers, Painters, Architects etc.) Complaints** – These are attended to by exclusive field teams who are deployed to service these stakeholders.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

| | As a percentage to total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 80% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | NIL |

3. Number of consumer complaints in respect of the following:

| | FY 2024-2025 Current Financial Year | | Remarks | FY 2023-2024 Previous Financial Year | | Remarks |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | | Received during the year | Pending resolution at end of year | |
| Data privacy | Nil | Nil | – | Nil | Nil | – |
| Advertising | Nil | Nil | – | Nil | Nil | – |
| Cyber-security | Nil | Nil | – | Nil | Nil | – |
| Delivery of essential services | Nil | Nil | – | Nil | Nil | – |
| Restrictive Trade Practices | Nil | Nil | – | Nil | Nil | – |
| Unfair Trade Practices | Nil | Nil | – | Nil | Nil | – |
| Other* | Nil | Nil | – | Nil | Nil | – |

*See Section A, point VII.

## Annexure VII to the Directors' Report (contd.)

4. Details of instances of product recalls on account of safety issues:

| | Number | Reason for recalls |
|---|---|---|
| Voluntary recalls | Nil | Nil |
| Forced recalls | Nil | Nil |

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (**Yes/No**) If available, provide a web-link of the policy. Yes

   Web-link of the Cyber Security Policy –
   **https://www.bergerpaints.com/resources/pdf/quality-policy/Cyber-Security-Policy.pdf**

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products/services.

   As regards complaints against delivery of essential services, the Company evaluates the complaints and wherever necessary resolves the same. As no one has complained on issues relating to advertising, cyber security and data privacy of customers, re-occurrence of instances of product recalls, there is no corrective action necessary.

7. Provide the following information relating to data breaches:
   a. Number of instances of data breaches: Nil
   b. Percentage of data breaches involving personally identifiable information of customers: Nil
   c. Impact, if any, of the data breaches: NA

### Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).
   **https://www.bergerpaints.com/**

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

   Dealers meet, Customer Complaint Resolution meets on quarterly or yearly basis to discuss about safe and responsible usage of products and/or services.

   Usage instructions of the company's decorative products are available online on **https://www.bergerpaints.com**. The Product Data Sheet (PDS) & Material Safety Data Sheet (MSDS) for each product is also provided for the customer to access.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

   The Company interacts with dealers on regular basis and all changes/proposed changes in operations are communicated in a proactive basis.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   No.

   Yes, a customer survey of Express Painting customers is carried out on completion of the job and where customers rate the quality of the services, products, contractors and workmanship based on their experiences.



## Annexure VII.I to the Directors' Report

### Reasonable Assurance Report of Business Responsibility and Sustainability Report – Core Indicators vide SEBI Circular No. SEBI/HO/CFD- SEC-2/P/CIR/2023/122 dated July 12, 2023

**Assurance Statement**

**To The Management and Board of Directors,**
**Berger Paints India Limited**

Futurestation Services LLP (also referred as "Futurestation" or "we" or "us") was engaged by Berger Paints India Limited (also referred as "BPIL") to conduct a reasonable assurance procedure on the BRSR Core attributes FY 2024-25 as reported by BPIL for the period stated below. This Assurance Statement applies to the procedure conducted by us as per the engagement agreement dated 30th August 2024 signed between BPIL and Futurestation. The determination of the BRSR Core attributes is the sole responsibility of BPIL. Futurestation's responsibility was to conduct reasonable assurance procedure based on applicable standards as per the engagement agreement referred above.

**Reporting Period**

1st of April 2024 to 31st of March 2025.

**Level of Assurance**

Reasonable Assurance. A reasonable assurance procedure involves assessing the risk of material mis-statement of the agreed attributes whether due to fraud or error, responding to the assessed risk as necessary under the circumstances. We conducted our reasonable assurance procedure in accordance with International Standard on Assurance Engagements 3000 (Revised), Assurance Engagements other than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board. These standards require that we plan and perform this engagement to obtain reasonable assurance about whether the reported BRSR Core attributes are prepared, in all material respects, in accordance with the reporting criteria.

The procedures we performed were based on our professional judgement and included inquiries, observation of processes performed, inspection of data recording procedures on sample basis particularly for operational attributes (like energy, water and waste), inspection of data collating and recording procedures, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- Made BPIL's management and process owners aware of the procedures to be performed by us
- Understood and evaluated the design of the key structures, systems, processes and controls for managing, recording and reporting on the identified attributes
- Checked consolidation for various plants and corporate offices for ensuring the completeness of data being reported
- Based on that understanding and the risks that the reported data may be materially misstated, determined the nature, timing and extent of further procedures
- Performed substantive testing on a selective basis of the identified attributes at the corporate head office in Kolkata, office in New Delhi, and visited sample representative plants to check that data had been appropriately measured, recorded, collated and reported
- Reviewed records and performed testing including recalculation of sample data to establish an assurance trail
- Reviewed the level of adherence to the reporting criteria and the reporting framework followed by BPIL in preparing the BRSR Core data
- Reviewed the level of risk involved in material incorrectness in recording, collating and reporting of the data

## Annexure VII.I to the Directors' Report (contd.)

**BRSR Core Attributes**

The BRSR Core attributes are mentioned in page 3 of this statement.

**Observations**

Our observations after conducting the reasonable assurance procedure are:

1. The data on Energy, Water, Waste and Safety include only those pertaining to the plants at Howrah, Pondicherry, Goa, Rishra, Jammu (2 plants), Jejuri, Hindupur (2 plants), Naltali, Taloja, Sandila, Sikandrabad, Samba, Nalbari and 181 depots across the country.
2. BPIL has decided to follow the Equity Share approach in determining the Organisational Boundary while accounting for GHG. BPIL has 17 subsidiaries as on 31st March 2025. The attributed GHG emissions of 4 of these subsidiaries (SBL Specialty Coatings Pvt. Ltd., STP Ltd., Beepee Coatings Pvt. Ltd. and Berger Jenson & Nicholson (Nepal) Pvt. Ltd.) have been accounted in the FY 2024-2025 BRSR in addition to the GHG emissions of 15 plants (as mentioned in point 1) and 181 depots. We are informed by BPIL that they would gradually include all the subsidiaries and JVs in their GHG disclosures in future. GHG emissions of offices is not included in the FY 2024-2025 GHG accounting data. In the BRSR Section C Principle 6, BPIL has shared details of GHG emissions with considerations.
3. The GHG scope 2 emissions data is location based.
4. The data recording, collation and reporting process for GHG, energy, water and waste is fair. However, there is scope to improve its robustness to reduce risk of misstatement.
5. The waste segregation, measurement and storage facilities have scope of improvement. Waste is measured at the point of disposal from the plants. So "waste generation" data will have inaccuracy to that effect as waste opening and closing stock accounting is not done.
6. The safety data is based on records maintained.
7. Intensity data with respect to quantity of production: While majority of the production is liquid and measurable by volume, there are certain products like distemper, putty etc. that are solid and can only be measured by weight. An average estimated density of 2.8 kg/litre has been used (for solid products) and the entire production has been expressed in KL. Estimation of an average density across a range of products will have its inherent possibility of inaccuracy.
8. Estimation of groundwater intake avoidance through rainwater harvesting in nearby villages is based on estimated water storage capacity created and average annual rainfall in the locality (secondary data)

**Inherent Limitations**

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities. In addition, GHG quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emission factors and availability of updated credible values.

**Assurance Opinion:**

Based on the procedures we have performed and the evidence we have obtained, the BRSR Core attributes for the financial year ended 31 March 2025 are prepared in all material respects.

**Statement of independence, impartiality and competence**

Futurestation Services LLP is an independent professional services company that specializes in sustainability advisory and assurance services. No member of the reasonable assurance procedure performing team has a business relationship with BPIL, its directors or managers beyond that required of this assignment. We conducted this procedure independently and to our knowledge there has been no conflict of interest. The team has extensive experience in conducting assurance over environmental, social, ethical, governance, health and safety information, systems and processes, has over 30 years combined experience in this field and an excellent understanding of the subject matter.

*This assurance statement, including the opinion expressed herein, is provided to Berger Paints India Limited and is solely for the benefit of Berger Paints India Limited in accordance with the terms of our agreement. We consent to the release of this statement by you in order to satisfy the requirements of SEBI but without accepting or assuming any responsibility or liability on our part to SEBI or to any other party who may have access to this statement.*

**SUDIPTA DAS**
Partner
**Futurestation Services LLP**
14th May, 2025



Annexure VII.I to the Directors' Report (contd.)

**BRSR Core FY 2024-25**

| Sr. No. | Attribute | Parameter | Measurement | Data |
|---|---|---|---|---|
| 1 | Green-house gas (GHG) footprint | Total Scope 1 emissions | tCO2e | 13320 |
| | | Total Scope 2 emissions | tCO2e | 38743 |
| | | GHG Emission Intensity (Scope 1 +2) | Total Scope 1 and Scope 2 emissions tCO2e/Total Revenue from Operations adjusted for PPP (tCO2e/ Mln INR) | 9.83 |
| | | | Total Scope 1 and Scope 2 emissions tCO2e/KL of Product | 0.08 |
| 2 | Water footprint | Total water consumption | KL | 391189 |
| | | Water consumption intensity | KL/Mln INR adjusted for PPP | 79.47 |
| | | | KL/KL of Product | 0.71 |
| | | Water Discharge by destination and levels of Treatment | KL/Secondary level treatment in ETP / Release to surface water outside | 913 |
| | | | KL/Secondary level treatment in ETP / Release to CETP outside | 2519 |
| | | | KL/Secondary level treatment in ETP / Release to garden inside | 37811 |
| 3 | Energy footprint | Total energy consumed | Mega Joules | 382490917 |
| | | Total energy consumed % of energy consumed from renewable sources | In % terms | 38.5 |
| | | Energy intensity | Mega Joules per Mln INR/adjusted for PPP | 77708 |
| | | | Mega Joules/KL of Product | 695 |
| 4 | Embracing circularity - details related to waste management by the entity | Plastic waste (A) | MT | 1833 |
| | | E-waste (B) | MT | 33 |
| | | Bio-medical waste (C) | MT | 0.03 |
| | | Construction and demolition waste (D) | MT | 2166 |
| | | Battery waste (E) | MT | 0.67 |
| | | Radioactive waste (F) | MT | 0 |
| | | Other Hazardous waste. (G) | MT | 4489 |
| | | Other Non-hazardous waste generated (H). | MT | 2513 |
| | | Total waste generated (A+B + C + D + E + F + G + H) | MT | 11035 |
| | | Waste intensity | MT/Mln INR adjusted for PPP | 2.24 |
| | | | MT/KL of Product | 0.02 |
| | | Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations | MT | 934 |
| | | | Intensity % | 8.4 |
| | | For each category of waste generated, total waste disposed by nature of disposal | MT | 10105 |
| | | | Intensity % | 91.6 |
| 5 | Enhancing Employee Wellbeing and Safety | Spending on measures towards well- being of employees and workers – cost incurred as a % of total revenue of the company | In % terms | 0.09 |
| | | Details of safety related incidents for employees and workers (including contract-workforce) | Number of Permanent Disabilities | 0 |
| | | | Lost Time Injury Frequency Rate (LTIFR) | W-13.44 |
| | | | (per one million-person hours worked) | E-0 |
| | | | No. of fatalities | 0 |

## Annexure VII.I to the Directors' Report (contd.)

### BRSR Core FY 2024-25 (contd.)

| Sr. No. | Attribute | Parameter | Measurement | Data |
|---|---|---|---|---|
| 6 | Enabling Gender Diversity in Business | Gross wages paid to females as % of wages paid | In % terms | 1.8 |
| | | Complaints on POSH | • Total Complaints on Sexual Harassment (POSH) reported | 2 |
| | | | • Complaints on POSH as a % of female employees/ workers | 0.49 |
| | | | • Complaints on POSH upheld | 2 |
| 7 | Enabling Inclusive Development | Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs/ small producers and from within India | In % terms – As % of total purchases by value | 11.42 |
| | | Job creation in smaller towns – Wages paid to persons employed in smaller towns (permanent or non- permanent /on contract) as % of total wage cost | In % terms – As % of total wage cost | 14.49 |
| 8 | Fairness in Engaging with Customers and Suppliers | Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events | In % terms | 0 |
| | | Number of days of accounts payable | (Accounts payable *365)/Cost of goods/services procured | 92 |
| 9 | Open-ness of business | Concentration of purchases & sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties | • Purchases from trading houses as % of total purchases | 16.3 |
| | | | • Number of trading houses where purchases are made from | 366 |
| | | | • Purchases from top 10 trading houses as % of total purchases from trading houses | 54.15 |
| | | | • Sales to dealers/distributors as % of total sales | 91.49 |
| | | | • Number of dealers/distributors to whom sales are made | 61661 |
| | | | • Sales to top 10 dealers/distributors as % of total sales to dealers/distributors | 1.53 |
| | | | Share of RPTs (as respective %age) in - | |
| | | | • Purchases | 4.55 |
| | | | • Sales | 0.87 |
| | | | • Loans & advances | 100 |
| | | | • Investments | 71.03 |



## Annexure VIII to the Directors' Report

for the Financial year ended 31st March, 2025

### Corporate Governance

**For the year ended 31st March, 2025**

In accordance with the provisions of Regulations 17 to 27, 46 (2) (b) to (i) and relevant paras of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") and subsequent amendments thereof, the report containing the details of Corporate Governance at Berger Paints India Limited is as follows:

Corporate Governance provides that a Company is directed in such a way that it performs efficiently and effectively, keeping in view the long term interest of the stakeholders, while respecting laws and regulations of land and contributing, as a responsible corporate citizen, to the national exchequers.

**Company's Philosophy**

Berger Paints India Limited believes that credibility vests in good Corporate Governance procedures which help maintain professional, transparent, ethical and perpetual business. It encourages all its stakeholders' co-operation and such co-operation is enhanced as the Company adheres to the best governance practices.

**Board of Directors**

The Board has an optimum combination of Executive and Non-Executive Directors.

The Board comprises 10 Directors of which, 1 is an Executive Director, 4 are Non- Executive (all are part of the promoter group) and 5* are Non-Executive, Independent Directors as per the details given in the table provided below. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act").

The Chairman of the Board is a Non-Executive, Promoter Director and is not related to the Managing Director & Chief Executive Officer in accordance with the definition of the term "relative" defined under the Companies Act, 2013. She is entitled to maintain an office in accordance with Regulation 27(1) read with Schedule-II (Part E) of the Listing Regulations. The Company reimburses the expenses incurred by the Chairman in the course of performance of her duties.

*Please refer Notes.

**The names and categories of the Directors on the Board at the close of business hours on 31st March, 2025, their attendance at the Board Meetings held during the year under review and at the last Annual General Meeting (AGM), names of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies are given herein below:**

| Name of the Director | Category of Director | Attendance at Meetings | | Directorship in other Companies* | Directorship/Committee Memberships in other Public Companies (including Berger Paints India Limited) ### | Directorship in other listed entities (Names of the listed entities and the category of directorship) |
|---|---|---|---|---|---|---|
| | | No. of Board Meetings attended | Attendance at last AGM# | | | |
| Ms Rishma Kaur** (DIN: 00043154) | Non- Executive Director, Chairman/Promoter (Non-Independent Director) | 5 | P | 16 | – | – |
| Mr Kanwardip Singh Dhingra*** (DIN: 02696670) | Non-Executive Director, Vice-Chairman/Promoter (Non-Independent Director) | 5 | P | 6 | – | – |
| Mr Kuldip Singh Dhingra^ (DIN: 00048406) | Non-Executive Director Chairman Emeritus/ Promoter (Non-Independent Director) | 5 | P | 13 | – | Relaxo Footwears Limited (Non-Executive – Independent Director) |

## Annexure VIII to the Directors' Report (contd.)

| Name of the Director | Category of Director | Attendance at Meetings | | Directorship in other Companies* | Directorship/Committee Memberships in other Public Companies (including Berger Paints India Limited) ### | Directorship in other Listed entities (Names of the listed entities and the category of directorship) |
|---|---|---|---|---|---|---|
| | | No. of Board Meetings attended | Attendance at last AGM# | | | |
| Mr Gurbachan Singh Dhingra^^ (DIN: 00048465) | Non-Executive Vice-Chairman Emeritus/ Promoter (Non-Independent Director) | 5 | P | 10 | 2 (Chairman of 1) | – |
| Mr Abhijit Roy (DIN: 03439064) | Managing Director & CEO (Non-Independent) | 5 | P | 6 | 1 | – |
| Mr Naresh Gujral ## (DIN: 00028444) | Non-Executive (Independent Director) | 3 | P | 13 | 1 | – |
| Mr Anoop Hoon (DIN: 00686289) | Non-Executive (Independent Director) | 5 | P | 1 | 1 | – |
| Mrs Sonu Halan Bhasin (DIN: 02872234) | Non-Executive (Independent, Woman Director) | 5 | P | 8 | 9 (Chairperson of 2) | 1. Sutlej Textiles and Industries Limited (Non-Executive – Independent Director)<br>2. Multi Commodity Exchange of India Limited (Non-Executive – Independent Director)<br>3. NIIT Limited (Non-Executive – Independent Director)<br>4. Nippon Life India Asset Management Limited (Non-Executive – Independent Director)<br>5. Triveni Turbine Limited (Non-Executive – Independent Director) |
| Dr Anoop Kumar Mittal α (DIN: 05177010) | Non-Executive (Independent Director) | 5 | P | 12 | 5 | 1. Welspun Enterprises Limited (Non-Executive – Independent Director)<br>2. JSW Infrastructure Limited (Non-Executive – Independent Director) |
| Mr Gopal Krishna Pillai (DIN: 02340756) | Non-Executive (Independent Director) | 5 | P | 2 | 2 | – |
| Mr Subir Bose ^^^ (DIN: 00048451) | Non-Executive (Independent Director) | 4 | P | 1 | 2 | La Opala R G Limited (Non-Executive – Independent Director) |

# P denotes present in the meeting and A absent in the meeting

**Notes:**

- *Also includes directorships in private companies but does not include body corporates incorporated outside India. Further, none of them is a member of more than ten committees or chairman/chairperson of more than five committees across all the public companies in which he/she is a Director
- **Ms Rishma Kaur (DIN: 00043154) resigned as the Whole Time Director of the Company with effect from 3rd August, 2024 though she continued as a member of the Board in the capacity of a Non-Executive Director. At the meeting of Board of Directors held on 9th August, 2024, Ms Rishma Kaur was appointed Non-Executive Chairman of the Company with effect from 13th August, 2024
- ***Mr Kanwardip Singh Dhingra (DIN: 02696670) resigned as the Whole Time Director of the Company with effect from 3rd August, 2024 though he continued as a member of the Board in the capacity of a Non-Executive Director. At the meeting of Board of Directors held on 9th August, 2024, Mr Kanwardip Singh Dhingra was appointed Non-Executive Vice Chairman of the Company with effect from 13th August, 2024
- ^Mr Kuldip Singh Dhingra (DIN: 00048406) ceased to be the Chairman of the Company with effect from 13th August, 2024. The Board of Directors appointed Mr Kuldip Singh Dhingra as Chairman Emeritus (Non-Executive Director) so that he can guide his successors with his innovative ideas, strategic thinking, leadership abilities and overall understanding of business
- ^^Mr Gurbachan Singh Dhingra (DIN: 00048465) ceased to be the Vice-Chairman of the Company with effect from 13th August, 2024. The Board of Directors appointed Mr Gurbachan Singh Dhingra as Vice-Chairman Emeritus (Non-Executive Director) so that he can guide his successors with his innovative ideas, strategic thinking, leadership abilities and overall understanding of business
- ^^^The shareholders of the Company approved the appointment of Mr Subir Bose as an Independent Director (DIN: 00048451) with effect from 15th May, 2024, for a period of five (5) consecutive years at the Annual General Meeting of the Company held on 12th August, 2024



Annexure VIII to the Directors' Report (contd.)

- αDr Anoop Kumar Mittal (DIN: 05177010) was re-appointed by the shareholders as an Independent Director of the Company for a second term of five (5) consecutive years, with effect from 19th March, 2025 at the Annual General Meeting of the Company held on 12th August, 2024
- ##Mr Naresh Gujral (DIN: 00028444) Independent Director ceased to be a member of the Board with effect from 20th August, 2024 after completion of his second consecutive term as an Independent Director of the Company.
- ###For the purpose of determination of limit of the Board Committees, chairmanship and membership of the Audit Committee and Stakeholders' Relationship and Investor Grievance Committee have been considered as per Regulation 26(1) (b) of the Listing Regulations.
- Mr Kuldip Singh Dhingra and Mr Gurbachan Singh Dhingra are brothers.
- Ms Rishma Kaur is the daughter of Mr Kuldip Singh Dhingra and Mr Kanwardip Singh Dhingra is the son of Mr Gurbachan Singh Dhingra. Other directors are not related inter-se except the above.
- The status of independence is as per the requirement of the provisions of the Act as well as the Listing Regulations.

### Key Board Skills, Expertise and Competence

A chart or a matrix setting out the core skills/expertise/competence identified by the Board of Directors as required in the context of business and sector for it to function effectively and those actually available with the Board along with the names of Directors who have such skills/expertise/competence:

| Name of Directors | Qualification | Skills/Expertise/Competence possessed, required for the business and actually available |
|---|---|---|
| Ms Rishma Kaur (Chairman, Non-Executive Director) | B.Sc. (Hons) in Business Studies, University of Buckingham, U.K. Studied German language, University of Augsburg, Bavaria, Germany | 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. |
| Mr Kanwardip Singh Dhingra (Vice-Chairman, Non-Executive Director) | Bachelor's degree in Chemical Engineering from University of Akron, Ohio, USA with specialization in Polymer Engineering and minor in Chemistry | 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. |
| Mr Abhijit Roy (Managing Director & Chief Executive Officer) | B.E. (Mechanical), Jadavpur University & Post Graduate Diploma in Management from IIM, Bangalore | Vast experience of accomplishing sales, understanding of market and consumers, contemporary marketing strategy, branding strategies and business promotion. He possesses leadership experience in handling financial management and strategic planning with a vision of the future. He has been honoured with the Distinguished Alumni Award 2023 by IIM Bangalore.<br>Mr Roy represented India at the prestigious Coatings Summit 2025, held in Singapore. This elite gathering brought together over 100 global CEOs from renowned companies. Mr Roy was invited to speak about the Indian Paints Industry and Berger Paints.<br>He also addressed the 22nd edition of India Conference held at the Harvard Business School, on the topic of "The Art of Building Timeless Indian Brands". |
| Mr Kuldip Singh Dhingra (Chairman Emeritus) | Science Graduate, Hindu College, Delhi University | Mr Kuldip Singh Dhingra is a promoter, an industrialist with considerable experience in the paint and related industries. His rich experience and expertise is helpful for the organic and inorganic growth of the business. |
| Mr Gurbachan Singh Dhingra (Vice-Chairman Emeritus) | Graduate, Punjab University | Mr Gurbachan Singh Dhingra is a promoter, an industrialist and has a considerable experience in paint industry, especially in its technical aspects. His expertise is helpful for the business growth, its manufacturing and technical aspects. |

## Annexure VIII to the Directors' Report (contd.)

| Name of Directors | Qualification | Skills/Expertise/Competence possessed, required for the business and actually available |
|---|---|---|
| Mr Naresh Gujral* (Non-Executive, Independent Director) | Fellow Member of the Institute of Chartered Accountants of India | An eminent industrialist and a social activist. He is the founder of Span India Group and is on the Board of a number of reputed companies. Expert in the field of management and decision-making including policy related matters. |
| Mr Anoop Hoon (Non-Executive, Independent Director) | B.A. in Economics and Post Graduate in IR & PM from XLRI, Jamshedpur | Has experience in marketing, sales, organisational development, HR, supply chain and commercial functions. He also served as a Business Head of various leading Corporates where he was associated. |
| Mrs Sonu Halan Bhasin (Non-Executive, Independent Director) | B.Sc. (Hons) in Mathematics, St. Stephen's College, Delhi University and MBA Faculty of Management Studies (FMS), Delhi University | Wide range of experience in handling financial management and developing management strategies. Expert in policy making, strategic planning and also authored a book on Entrepreneurship and success. |
| Dr Anoop Kumar Mittal (Non-Executive, Independent Director) | B.E. in Civil Engineering, from Thapar Institute of Engineering & Technology, Punjab University, Patiala. He was conferred "Doctor of Philosophy" (Honoris Causa) – Chancellor, Singhania University | Wide range of expertise and experience in the sector of construction, infrastructure, real estate, advisory function, policy making and management. A renowned Civil Engineer, has helped develop various flagship schemes and has been a part of advisory and policy making in different government sectors. |
| Mr Gopal Krishna Pillai (Non-Executive, Independent Director) | B.Sc. from St. Joseph's College, Bengaluru, M.Sc. from IIT, Madras and IAS (Retd.) | An Administrator who has worked in various senior positions in the Central and State Governments and brings new strategies for growth and guides the management with his rich experience and managerial capabilities. |
| Mr Subir Bose (Non-Executive, Independent Director) | B. Tech. in Chemical Engineering from IIT, Kanpur and post graduate degree in Business Administration from IIM, Ahmedabad | He has vast experience and knowledge in paint industry. He has worked with various reputed corporates in India and abroad and joined Berger Paints India Limited in 1984 as Regional Sales Manager. He retired from Berger as the Managing Director in 2012.<br>He has been appointed as an Independent Director of the Company with effect from 15th May, 2024. |

**Note:**

*Mr Naresh Gujral ceased to be a member of the Board with effect from 20th August, 2024 after completion of his second consecutive term as an Independent Director of the Company

### Meetings and Attendance

Five Board Meetings were held during the year 2024-2025 and the gap between two consecutive Meetings did not exceed one hundred and twenty days. The Board Meeting dates for a calendar year are usually finalized in the previous calendar year to provide sufficient notice.

Thirteen resolutions of the Board were passed by circulation during the financial year 2024-2025 and the dates of the Board Meetings were as follows:

| Sr. No. | Date of Meeting | No. of Directors Present |
|---|---|---|
| 1 | 17-04-2024 & 18-04-2024 | 10 |
| 2 | 15-05-2024 | 11 |



Annexure VIII to the Directors' Report (contd.)

| Sr. No. | Date of Meeting | No. of Directors Present |
|---|---|---|
| 3 | 09-08-2024 | 11 |
| 4 | 05-11-2024 | 10 |
| 5 | 11-02-2025 | 10 |

**Notes:**

- No sitting fees are paid for attending the Board Meetings and Meetings of the Committees thereof
- Required quorum was present at all Meetings
- Compensation paid/payable to Non-Executive Directors is given under "Remuneration of Directors" section of this report
- The Board Minutes of the meetings of subsidiary companies are placed before the Board except in the case of Berger Paints Overseas Limited, Russia, where such Minutes are not required as per the laws of the land
- Mr Naresh Gujral ceased to be a member of the Board with effect from 20th August, 2024 after completion of his second consecutive term as an Independent Director of the Company.

### Independent Directors

**I. Meetings**

As stipulated by the Code of Independent Directors under the Act and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 11th February, 2025 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also reviewed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board Members to effectively and reasonably perform their duties.

**II. Familiarisation Programme for Independent Directors**

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented.

The Company arranges detailed presentations by business and functional heads on various aspects including the business environment, economy, performance of the Company, industry scenario, sales and marketing, production, raw materials, research & development, financial controls and the Company's strategy for the benefit of Independent Directors. The Independent Directors hold one-on-one discussions with Key Functional Heads of the Company to understand various functions which are critical to the business performance of the Company. The Independent Directors are also provided with financial results, internal audit findings, risk inventories and other specific documents as sought for, from time to time. The Independent Directors are also made aware of all policies and Code of Conduct and Business Ethics adopted by the Board.

Details of the Familiarization Program imparted during the year under review has been uploaded on the website of the Company at **www.bergerpaints.com** and is available at **https://www.bergerpaints.com/investors/download**.

**III. Formal Letter of Appointment**

In terms of the provisions of Regulation 46(2)(b) of the Listing Regulations and Section 149 of the Act, and Rules framed thereunder, the Independent Directors of the Company are appointed for a period of five consecutive years by the Members of the Company at the General Meetings. A formal letter of appointment setting out the terms and conditions of appointment, roles and functions, responsibilities, duties, fees and remuneration, liabilities, resignation/removal, etc., as specified under

## Annexure VIII to the Directors' Report (contd.)

Schedule IV to the Act, has been issued to each of the Independent Directors subsequent to obtaining approval of the Members to their respective appointments. The terms and conditions of such appointment are also made available on the website of the Company and at **https://www.bergerpaints.com/about-us/standard-letter-of-appointment.html**.

**IV.** As required under Regulation 25(8) of the Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations and confirmations received from the Independent Directors, the Board of Directors confirmed that the Independent Directors of the Company meet the criteria of independence as stipulated under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act, and the Rules framed thereunder and they are independent of the management.

Pursuant to Section 150(1) of the Act, read with the Companies (Accounts) Rules, 2014, all the Independent Directors of the Company are registered on the website of Institute of Corporate Affairs (IICA).

In compliance with Regulation 36(3) of the Listing Regulations read with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the required information about the Directors proposed to be appointed/re-appointed has been annexed to the Notice convening the 101st Annual General Meeting.

Based on the intimations/disclosures received from the Directors, none of the Directors of the Company hold Memberships/ Chairpersonships of Board/Committees, more than the limits prescribed under the Act and the Listing Regulations.

### Committees of Directors

#### I. Audit Committee

**The Composition, Meetings and Attendance of the Audit Committee is as under:**

| Sr. No. | Name Of Directors | Category | No. of Meetings Attended |
|---|---|---|---|
| 1. | Mrs Sonu Halan Bhasin | Chairperson | 6 |
| 2. | Mr Gurbachan Singh Dhingra | Member | 5 |
| 3. | Mr Naresh Gujral* | Member | 3 |
| 4. | Dr Anoop Kumar Mittal | Member | 6 |
| 5. | Mr Gopal Krishna Pillai | Member | 6 |
| 6. | Mr Subir Bose** | Member | 4 |

Mr Arunito Ganguly acts as the Secretary to the Audit Committee.

**Notes:**

1. The quorum for Independent Directors as required under Regulation 18(2) (b) of the Listing Regulations was complied with during the year
2. *Mr Naresh Gujral ceased to be a member of the Audit Committee with effect from 20th August, 2024
3. ** Mr Subir Bose was appointed as a member of the Audit Committee with effect from 17th May, 2024
4. Invitees/Participants:
    - Head of the Internal Audit Department generally attends the Audit Committee Meetings and briefs the Committee on all the points covered in the Internal Audit Report



Annexure VIII to the Directors' Report (contd.)

- The Managing Director & CEO and CFO are permanent invitees to all Audit Committee Meetings. The Committee also invites Members of the Board to attend Meetings of the Committee as per their convenience
- The representatives of the Statutory Auditors have attended the Audit Committee Meetings held during the year.

The terms of reference of the Audit Committee covers the matters specified under Regulation 18 of the Listing Regulations read with Section 177 of the Act.

Roles and Responsibilities of the Audit Committee, as specified in Part C of Schedule II of the Listing Regulations, inter-alia, includes, the following:

- Overseeing the Financial Reporting process and disclosure of financial statements
- Ensuring adequacy of the internal control system and reviewing with the management, performance of statutory and internal auditors
- Recommending appointment/remuneration and terms of appointment of auditors including cost auditors of the listed entity
- Reviewing the quarterly and annual financial statements before submission to the Board
- Reviewing the adequacy of the internal audit function including the structure and staffing of the internal audit department
- Reviewing findings of internal investigations by the internal auditors and report it to Board
- Discussing the scope of audit with internal auditors
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process
- Reviewing the Company's financial and risk management policies, looking into reasons for substantial defaults, if any, of non-payment to stakeholders
- Granting omnibus approval for related party transactions proposed to be entered by the Company under Section 177 of the Act
- Regulation 24(2) which states about the review of financial statements of unlisted subsidiary by audit committee, particularly the investments
- Reviewing the functioning of whistle blower mechanism.

Three resolutions by circulation were passed by the Audit Committee and six Audit Committee Meetings were conducted during the year 2024-2025 as detailed below:

| Sr. No. | Date of Meeting |
|---|---|
| 1. | 17.04.2024 |
| 2. | 15.05.2024 |
| 3. | 09.08.2024 |
| 4. | 05.11.2024 |
| 5. | 11.02.2025 |
| 6. | 27.03.2025 |

#### II. Compensation and Nomination and Remuneration Committee

The Compensation and Nomination and Remuneration Committee's ("the Remuneration Committee") constitution and terms of reference are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Remuneration Committee fulfils the roles as laid out in the Act and as per roles specified in Part D of Schedule II of the Listing Regulations which are as below:

## Annexure VIII to the Directors' Report (contd.)

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.

(1A) For every appointment of an independent director, the Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agency, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

(2) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.

(3) Devising a policy on diversity of Board of Directors.

(4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

(5) Whether to extend or continue the term of appointment of the Independent Directors, based on the report of performance evaluation of Independent Directors.

(6) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

**The Composition, Meetings and Attendance of the Remuneration Committee is as under:**

| Sr. No. | Name Of Directors | Category | No. of Meetings Attended |
|---|---|---|---|
| 1. | Mr Anoop Hoon | Chairman | 3 |
| 2. | Mr Kuldip Singh Dhingra | Member | 3 |
| 3. | Dr Anoop Kumar Mittal | Member | 3 |
| 4. | Mr Gopal Krishna Pillai | Member | 3 |
| 5. | Mr Subir Bose* | Member | 2 |

Mr Arunito Ganguly acts as the Secretary to the Remuneration Committee.

**Note:**

*Mr Subir Bose was appointed as the member of the Compensation and Nomination and Remuneration Committee with effect from 17th May, 2024.

Four resolutions by circulation of the Remuneration Committee were passed and three Remuneration Committee Meetings were held during the year 2024-2025 as detailed below:

| Sr. No. | Date of Meeting |
|---|---|
| 1. | 15.05.2024 |
| 2. | 09.08.2024 |
| 3. | 11.02.2025 |



Annexure VIII to the Directors' Report (contd.)

### Employee Stock Option Plan

The amended ESOP Scheme was approved by the shareholders of the Company through Postal Ballot on 17th September, 2024. Under the amended scheme, the Committee granted 2,01,206 options to 98 eligible employees including the MD & CEO and CFO:

| Sr. No. | Name | No. of options granted |
|---|---|---|
| 1. | Mr Abhijit Roy | 14,099 |
| 2. | Mr Kaushik Ghosh | 3,525 |

The Compensation and Nomination and Remuneration Committee has also allotted during the year 98,730 equity shares of ₹1 each (face value) to eligible employees (including Key Managerial Personnel) upon exercise of their options earlier granted to them. The allotment of the aforesaid shares were made on 4th December, 2024 (35,128 equity shares) and on 27th January, 2025 (63,602 equity shares) respectively.

For further details, please refer to **Annexure II** to this report where detailed information required to be disclosed in terms of the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are enclosed.

Please also visit the web link **https://www.bergerpaints.com/investors/download** for disclosures under Regulation 14 of the aforesaid Regulations.

### Performance Evaluation Criteria for Independent Directors

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

i. Board of Directors as a whole.

ii. Committees of the Board of Directors.

iii. Individual Directors including the Chairman of the Board of Directors.

In compliance with the requirements of the provisions of Section 178 of the Act, the Listing Regulations and the Guidance Note on Board Evaluation issued by the SEBI in January 2017, our Company has carried out an online performance evaluation process internally for the Board/Committees of the Board/Individual Directors including the Chairman of the Board of Directors for the financial year ended 31st March, 2025. During the year under review, the Company has complied with all the criteria of evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation'.

The key objectives of conducting the Board Evaluation process were to ensure that the Board and various Committees of the Board have appropriate composition of Directors and they have been functioning collectively to achieve common business goals of the Company. Similarly, the key objective of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in the Board/Committee Meetings and contribute to achieve the common business goals of the Company.

The Directors carry out the aforesaid performance evaluation in a confidential manner and provide their feedback on a rating scale of 1-5. Duly completed formats were sent to the Chairman of the Board and the Chairman/Chairperson of the respective Committees of the Board for their consideration. The performance evaluation feedback of the Chairman was sent to the Chairman of the Remuneration Committee.

This year also, the outcome of such performance evaluation exercise was discussed at a separate Meeting of the Independent Directors held on 11th February, 2025 and was later tabled at the Remuneration Committee Meeting held on the same date. The Remuneration Committee forwarded their recommendation based on such performance evaluation process to the Board of Directors and the same was tabled at the Board Meeting held on 11th February, 2025.

## Annexure VIII to the Directors' Report (contd.)

After completion of internal evaluation process, the Board of Directors at its Meeting held on 11th February, 2025, also discussed the performance evaluation of the Board, its Committees and individual directors. The performance evaluation of Independent Directors of the Company were done by the entire Board of Directors, excluding the Independent Directors being evaluated and after being satisfied with the outcome, it was noted that the Committees are working effectively.

Pursuant to Section 178(3) of the Act and Regulation 19(4) of the Listing Regulations, the Remuneration Committee Meeting is entrusted with responsibility of formulating criteria for determining qualifications, positive attributes and independence of an Independent Director. This can be viewed at **https://www.bergerpaints.com/about-us/policies/criteria-determining-qualification-positive-attributes-and-independence**

### Remuneration of Directors

In compliance with the requirements of Section 178 of the Companies Act, 2013, rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Functional Heads and other employees of the Company. The Policy provides a framework for remuneration of Members of the Board of Directors, Key Managerial Personnel and other employees of the Company. The said Policy has been uploaded on the website of the Company at **https://www.bergerpaints.com/about-us/remuneration-policy.html**

The remuneration of Directors is as under:

**A. Executive Directors**

**The details of the remuneration paid/payable to the Executive Directors for the Financial Year 2024-2025 are as follows:**

| Particulars | Mr Abhijit Roy (₹) | Ms Rishma Kaur (₹) 01.04.2024 – 02.08.2024** | Mr Kanwardip Singh Dhingra (₹) 01.04.2024 – 02.08.2024*** |
|---|---|---|---|
| **Fixed Components:** | | | |
| Consolidated Salary | 5,63,24,913 | 27,24,723 | 27,24,723 |
| Company's Contribution to Provident Fund, Gratuity and Superannuation Fund | 1,19,06,036 | 57,643 | 57,643 |
| Allowances and estimated Perquisites in kind | 98,10,169 | 96,162 | 96,162 |
| **Variable Components:** | | | |
| Severance Fees | – | – | – |
| Commission | 1,52,53,974 | – | – |
| Performance Incentive | – | 4,65,344 | 4,65,344 |
| ESOP Details | 8,41,948 | – | – |
| **Total** | **9,41,37,040*** | **33,43,872** | **33,43,872** |

* Includes the value of ESOPs.

**Ms Rishma Kaur (DIN: 00043154) resigned as the Whole Time Director of the Company with effect from 3rd August, 2024 though she continued as a member of the Board in the capacity of a Non-Executive Director.

***Mr Kanwardip Singh Dhingra (DIN: 02696670) resigned as the Whole Time Director of the Company with effect from 3rd August, 2024 though he continued as a member of the Board in the capacity of a Non-Executive Director.

**Note:**

Remuneration of Ms Rishma Kaur and Mr Kanwardip Singh Dhingra does not include commission received/to be received as a Non-Executive Director from 3rd August, 2024 to 31st March, 2025.



Annexure VIII to the Directors' Report (contd.)

**B. Non-Executive Directors**

The Board of Directors upon recommendation of Compensation and Nomination and Remuneration Committee (Remuneration Committee) decides on the remuneration of the Non-Executive Directors in accordance with the provisions of the Articles of Association of the Company subject to the approval of the Members. Such remuneration is also in line with the Remuneration Policy of the Company and in terms of the specific requirements under the Act and the Listing Regulations.

Remuneration by way of sitting fees for attending Board Meetings were paid to the Non-Executive, Independent Directors up to the Board Meeting held on 5th August, 2019. Thereafter, the Board discussed and the Non-Whole time Directors waived their right to receive sitting fees for the future meetings of the Board.

The Non-Executive Directors are also entitled to a Commission on Net Profits not exceeding 1% in aggregate of the Net Profits computed in the manner referred to in Section 198 of the Act and Rules framed thereunder, subject to a maximum of Rupees One Crore every year, distributed among them based on the time devoted, advice rendered and expertise lent to the Company. The same was approved by the Members at the Annual General Meeting held on 4th August, 2017.

The payment of remuneration by way of commission to Ms Rishma Kaur, Non-Executive, Non-Independent Chairman of the Company and Mr Kanwardip Singh Dhingra, Non-Executive, Non-Independent Vice-Chairman of the Company may exceed fifty percent (50%) of the total annual remuneration payable to all the Non-Executive Directors of the Company, during the financial year 2025-2026.

**The details of the remuneration paid/payable to the Non-Executive Directors for the Financial Year 2024-2025 are as follows:**

| Name of Directors | Commission (₹) | Sitting Fees (₹) | Total (₹) |
|---|---|---|---|
| Ms Rishma Kaur# | 78,68,341 | – | 78,68,341 |
| Mr Kanwardip Singh Dhingra# | 78,68,341 | – | 78,68,341 |
| Mr Kuldip Singh Dhingra | 18,00,000 | – | 18,00,000 |
| Mr Gurbachan Singh Dhingra | 10,00,000 | – | 10,00,000 |
| Mr Naresh Gujral | 3,43,750* | – | 3,43,750 |
| Mr Gopal Krishna Pillai | 8,25,000 | – | 8,25,000 |
| Mr Anoop Hoon | 8,25,000 | – | 8,25,000 |
| Mrs Sonu Halan Bhasin | 8,25,000 | – | 8,25,000 |
| Dr Anoop Kumar Mittal | 8,25,000 | – | 8,25,000 |
| Mr Subir Bose | 8,25,000 | – | 8,25,000 |
| **TOTAL** | **2,30,05,432** | **–** | **2,30,05,432** |

* Pro-rata

#Commision paid/ payable with effect from 3rd August, 2024

## Annexure VIII to the Directors' Report (contd.)

**Total number of equity shares of (₹) 1/- each held by Key Managerial Personnel (KMPs) as on 31st March, 2025 is as follows:**

| Name of KMPs | Designation | Number of Equity Shares Held |
|---|---|---|
| Mr Abhijit Roy | Managing Director & CEO | 96,826 |
| Mr Kaushik Ghosh | Chief Financial Officer | 21,833 |
| Mr Arunito Ganguly | Vice President & Company Secretary | Nil |

### III. Shareholders' Committees

### A. Share Transfer Committee

**The Composition, Meetings and Attendance of the Share Transfer Committee is as under:**

| Sr. No. | Name of Directors | Category | Number of Meetings Attended |
|---|---|---|---|
| 1. | Mr Abhijit Roy | Chairman | 10 |
| 2. | Mr Anoop Hoon | Member | 10 |
| 3. | Mr Kaushik Ghosh | Member | 10 |
| 4. | Mr Arunito Ganguly | Member | 10 |

Twelve resolutions by circulation of the Share Transfer Committee were passed and ten Share Transfer Committee Meetings were held during the financial year 2024-2025 as detailed below:

| Sr. No. | Date of Meeting |
|---|---|
| 1. | 31.05.2024 |
| 2. | 29.06.2024 |
| 3. | 31.07.2024 |
| 4. | 31.08.2024 |
| 5. | 30.09.2024 |



Annexure VIII to the Directors' Report (contd.)

| Sr. No. | Date of Meeting |
|---|---|
| 6. | 30.11.2024 |
| 7. | 31.12.2024 |
| 8. | 31.01.2025 |
| 9. | 28.02.2025 |
| 10. | 31.03.2025 |

### B. Stakeholders' Relationship and Investor Grievance Committee

The Composition, Meetings and Attendance of the Stakeholders' Relationship and Investor Grievance Committee is as under:

| Sr. No. | Name of Directors | Category | Number of Meetings Attended |
|---|---|---|---|
| 1. | Mr Gurbachan Singh Dhingra | Chairman | 1 |
| 2. | Mr Abhijit Roy | Member | 1 |
| 3. | Mr Anoop Hoon | Member | 1 |
| 4. | Mr Subir Bose* | Member | 1 |

Mr Arunito Ganguly acts as the Secretary to the Stakeholders' Relationship and Investor Grievance Committee.

**Note:**

*Mr Subir Bose was appointed as a member of the Stakeholders' Relationship and Investor Grievance Committee with effect from 17th May, 2024.

The Chairman of the Committee was present at the Annual General Meeting held on 12th August, 2024 to answer the queries of shareholders.

The amended Listing Regulations require the Stakeholders' Relationship and Investor Grievance Committee of the Board to oversee the following apart from addressing normal grievances of investors, broadly the following w.e.f. 1st April, 2019, being the terms of reference:

(1) Resolving the grievances of the security holders of the listed entities including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, General Meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entities in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entities for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

## Annexure VIII to the Directors' Report (contd.)

One Stakeholders' Relationship and Investor Grievance Committee Meeting was held on 28th March, 2025 during the financial year 2024-2025.

**Shareholders' Complaints Received During the Year:**

- No. of Complaints at the beginning of the year : 1
- No. of Complaints received during the year : 13
- No. of Complaints resolved during the year : 14
- No. of Complaints not resolved to the satisfaction of shareholders : Nil
- Pending Complaints as on 31st March, 2025 : Nil

During the financial year 2024-2025, the complaints received were mainly relating to non-receipt of dividend/annual report which were immediately resolved.

### IV. Business Process and Risk Management Committee

The Board of Directors have defined the procedures, practices, roles and responsibilities of the above mentioned Committee and has delegated monitoring and reviewing of the Risk Management Plan and Policy to the Committee and such other functions as it has deemed fit. The terms of reference of the Committee are as follows:

- Framework for identification of internal and external risk, overseeing and monitoring implementation of the Risk Management Policy
- Validating the process and procedure of Risk Management and Risk Mitigation
- Periodically reviewing, evaluating the adequacy of Risk Management Systems
- Keeping the Board of Directors informed about the nature and contents of the discussions in the Risk Management Committee, recommendations and actions to be taken pursuant to the discussions.

**The Composition, Meetings and Attendance of Business Process and Risk Management Committee is as under:**

| Sr. No. | Name of Directors/Members | Category | Number of Meetings Attended |
|---|---|---|---|
| 1. | Mr Gurbachan Singh Dhingra | Chairman | 2 |
| 2. | Mr Abhijit Roy | Member | 2 |
| 3. | Ms Rishma Kaur | Member | 2 |
| 4. | Mr Kanwardip Singh Dhingra | Member | 2 |
| 5. | Mr Anil Bhalla | Member | 2 |
| 6. | Mr Anoop Hoon | Member | 2 |
| 7. | Mr Kaushik Ghosh | Member | 2 |
| 8. | Mr Subir Bose* | Member | 2 |

Mr Arunito Ganguly acts as the Secretary to the Business Process and Risk Management Committee.

**Note:**

*Mr Subir Bose was appointed as a member of the Business Process and Risk Management Committee with effect from 17th May, 2024.



Annexure VIII to the Directors' Report (contd.)

Two Business Process and Risk Management Committee meetings were convened during the financial year 2024-2025 and the dates are as follows:

| Sr. No. | Date of Meeting |
|---|---|
| 1. | 21.05.2024 |
| 2. | 12.11.2024 |

### V. Corporate Social Responsibility

Pursuant to the provisions of Section 135, read with Schedule VII of the Act, the Corporate Social Responsibility (CSR) Committee had been formed. The terms of reference of the CSR Committee, *inter-alia*, are as follows:

- Formulating and recommending to the Board, a CSR Policy
- Recommending the amount of expenditure to be incurred on CSR activities
- Monitoring CSR Policy
- The manner of execution of the CSR projects/programmes.

The Ministry of Corporate Affairs (MCA) has vide General Circular dated 25th August, 2021 No. 14/2021 clarified various modes of strengthening the CSR ecosystem. The MCA had, on 22th September, 2022 issued the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2022 based on which the Company has suitably modified its own CSR Policy. The amended CSR Policy can be viewed at:
**https://www.bergerpaints.com/about-us/policies/corporate-social-responsibility-policy**.

The scope of the CSR activities is contained in the above mentioned link. The role of the CSR Committee is as follows:

- Recommend, formulate and conduct CSR activities approved by the Board of Directors of the Company and ensure compliance of such CSR activities with the provisions of Schedule VII of the Companies Act, 2013
- Review, allocate, approve and recommend the budget for the CSR expenditures to be undertaken by the Company on an annual basis
- Monitoring compliance of the CSR Policy and the expenditures incurred on CSR activities
- The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified Schedule VII of the Act and the Rules made thereunder as amended from time to time
- In case any of the CSR Activities to be undertaken are anticipated to be long term i.e., an ongoing project being for a term of 3 (three) years excluding the financial year in which it has commenced, then an estimate on implementation schedule or milestones should be submitted by the CSR Committee to the Board of Directors
- The manner of execution of such projects or programmes as specified above
- The Company should also set up an appropriate Grievance Redressal Structure, which will record, deliberate and resolve any grievances of beneficiaries who can raise their legitimate grievances without any adverse reaction to such action.

The Company shall ensure that its CSR Committee will oversee the implementation of the various CSR activities and projects undertaken by the Company, in compliance with the provisions of Section 135 of the Companies Act, 2013 and the Rules framed thereunder.

The Company has appointed Smile Foundation as its implementation agency for its mobile iTrain project. In order to ensure that existing painters as well as aspiring painters in far-flung areas of the country receive training, the model of mobile

## Annexure VIII to the Directors' Report (contd.)

iTrain vans have been hugely successful. These iTrain vans travel to remote locations and carry out training. These mobile iTrain vans are presently managed by Smile Foundation, a reputed NGO who has entered into a Memorandum of Understanding (MOU) with the Company for carrying out mobile iTrain activity on behalf of the Company thus bringing in more efficiency into the program.

**The Composition, Meetings and Attendance of CSR Committee is as under:**

| Sr. No. | Name of Directors/Members | Category | Number of Meetings Attended |
|---|---|---|---|
| 1. | Mr Kuldip Singh Dhingra | Chairman | 1 |
| 2. | Mr Abhijit Roy | Member | 1 |
| 3. | Ms Rishma Kaur | Member | 1 |
| 4. | Mr Anil Bhalla | Member | — |
| 5. | Mr Kanwardip Singh Dhingra | Member | 1 |
| 6. | Dr Anoop Kumar Mittal | Member | 1 |
| 7. | Mr Kaushik Ghosh | Member | 1 |
| 8. | Mr Subir Bose* | Member | 1 |
| 9. | Mr Arunito Ganguly | Member | 1 |

Mr Arunito Ganguly also acts as the Secretary to the Corporate Social Responsibility Committee.

**Note:**

*Mr Subir Bose was appointed as a member of the Corporate Social Responsibility (CSR) Committee with effect from 17th May, 2024.

Two resolutions by circulation were passed by the CSR Committee and one CSR Committee Meeting was held on 11th February, 2025 during the financial year 2024-2025.

### VI. Committee of Directors for Regular Matters

Though not mandatory, the Committee was formed with effect from 2nd November, 1999, later reconstituted on 26th September, 2014 and again reconstituted on 5th February, 2025 whose primary function is to grant approvals and authority to the employees of the Company to conduct routine business, such as opening/closing of bank accounts, change in authorised signatories, authorization for appearance before court, tax authorities, etc. which require immediate approval.

**The Composition, Meetings and Attendance of Committee of Directors for Regular Matters is as under:**

| Sr. No. | Name of Directors | Category | Number of Meetings Attended |
|---|---|---|---|
| 1. | Mr Kuldip Singh Dhingra | Chairman | 24 |
| 2. | Mr Abhijit Roy | Member | 22 |
| 3. | Mr Anoop Hoon | Member | 24 |
| 4. | Ms Rishma Kaur* | Member | 4 |

Mr Arunito Ganguly acts as the Secretary to the Committee of Directors for Regular Matters.

**Note:**

*Ms Rishma Kaur was appointed as a member of the Committee of Directors with effect from 5th February, 2025.



Annexure VIII to the Directors' Report (contd.)

Twenty four Meetings of the above committee were convened during the financial year 2024-2025 and the dates are as follows:

| Sr. No. | Date of Meeting | Sr. No. | Date of Meeting | Sr. No. | Date of Meeting |
|---|---|---|---|---|---|
| 1. | 15.04.2024 | 9 | 14.08.2024 | 17 | 16.12.2024 |
| 2. | 30.04.2024 | 10 | 02.09.2024 | 18 | 31.12.2024 |
| 3. | 13.05.2024 | 11 | 16.09.2024 | 19 | 16.01.2025 |
| 4. | 03.06.2024 | 12 | 30.09.2024 | 20 | 31.01.2025 |
| 5. | 24.06.2024 | 13 | 16.10.2024 | 21 | 13.02.2025 |
| 6. | 08.07.2024 | 14 | 31.10.2024 | 22 | 24.02.2025 |
| 7. | 19.07.2024 | 15 | 15.11.2024 | 23 | 17.03.2025 |
| 8. | 01.08.2024 | 16 | 29.11.2024 | 24 | 28.03.2025 |

### VII. Environmental, Social and Governance (ESG) Committee

The composition of the Committee was not defined under any law though going by the expectations of the investors, the Committee was formed on 20th October, 2022, to support the Company's on-going commitment to environmental, health & safety, corporate social responsibility, corporate governance, sustainability and other public policy matters relevant to the Company as a cross-functional senior management committee of the Board. The ESG Committee shall have an overall responsibility for the effective operations of the Company's ESG policies and overseeing its implementation.

**The Composition of the Environmental, Social and Governance Committee is as under:**

| Sr. No. | Name of Directors/Members | Category |
|---|---|---|
| 1. | Mr Anoop Hoon | Chairman |
| 2. | Mr Abhijit Roy | Member |
| 3. | Mr Subir Bose | Member |
| 4. | Mr Kaushik Ghosh | Member |
| 5. | Mr Aniruddha Sen | Member |
| 6. | Mr Ranjan Banerjee | Member |
| 7. | Mr Rajesh Tiwari | Member |
| 8. | Mr Partha Protim Mondal | Member |
| 9. | Mr Sanjoy Bhowmick | Member |
| 10. | Mr Dipankar Nag | Member |
| 11. | Mr A Chandar | Member |

Mr Arunito Ganguly acts as the Secretary to the ESG Committee.

## Annexure VIII to the Directors' Report (contd.)

**General Body Meetings:**

**i. General Meeting**

**a. Annual General Meeting:**

The date, time and location of the Annual General Meetings held during the preceding three (3) years and special resolutions passed thereat are as follows:

| Financial Year | Date | Venue and Time | Special Resolution Passed |
|---|---|---|---|
| 2021-2022 | 26.08.2022 | Through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') at 11.00 am. The deemed venue was the Registered Office of the Company. | 1. Re-appointment of Mr Kuldip Singh Dhingra (DIN: 00048406)<br>2. Continuation of Directorship of Mr Naresh Gujral (DIN: 00028444) as a Non- Executive, Independent Director after attaining the age of 75 years. |
| 2022-2023 | 11.08.2023 | | 1. Re-appointment of Mr Kuldip Singh Dhingra (DIN: 00048406)<br>2. Re-appointment of Mr Anoop Hoon (DIN: 00686289) as Independent Director for a second term.<br>3. Re-appointment of Mrs Sonu Halan Bhasin (DIN: 02872234) as Independent Director for a second term<br>4. Appointment of Mr Gopal Krishna Pillai (DIN: 02340756) as Director (Category: Non-Executive, Independent). |
| 2023-2024 | 12.08.2024 | | 1. Re-appointment of Mr Kuldip Singh Dhingra (DIN: 00048406)<br>2. Re-appointment of Mr Gurbachan Singh Dhingra (DIN: 00048465)<br>3. Re-designation of Ms Rishma Kaur (DIN: 00043154) from an Executive, Non-Independent Director to Non-Executive, Non-Independent Director of the Company<br>4. Re-designation of Mr Kanwardip Singh Dhingra (DIN: 02696670) from an Executive, Non-Independent Director to Non-Executive, Non-Independent Director of the Company<br>5. Increase in managerial remuneration paid/payable to Mr Abhijit Roy (DIN: 03439064)<br>6. Re-appointment of Dr Anoop Kumar Mittal (DIN: 05177010)<br>7. Appointment of Mr Subir Bose (DIN: 00048451)<br>8. Payment of Commission to Non-Executive Directors including Independent Directors. |

**b. Extraordinary General Meeting :**

No extraordinary general meeting of the members was held during financial year 2024-2025.

**ii.** Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated 9th August, 2024 for Amendment in Berger Paints India Limited Employee Stock Option Plan 2016.



Annexure VIII to the Directors' Report (contd.)

Mr A K Labh (Membership No. FCS: 4848 and CP No.: 3238), Practising Company Secretary of M/s A.K. Labh & Co., was appointed as the scrutiniser to scrutinise the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

| Resolution passed through postal ballot | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes | |
|---|---|---|---|---|---|---|---|---|
| | No. of members voted | No. of valid votes cast (Shares) | Percentage of total number of valid votes cast | No. of members voted | No. of valid votes cast (Shares) | Percentage of total number of valid votes cast | Total number of members whose votes were declared invalid | Total number of invalid votes cast (Shares) |
| Amendment in Berger Paints India Limited Employee Stock Option Plan 2016 | 1,922 | 88,66,31,697 | 91.12% | 389 | 8,63,62,884 | 8.88% | 0 | 0 |

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 thereunder and in accordance with the General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 9/2023 dated 25th September, 2023 issued in this regard by the Ministry of Corporate Affairs.

The Notice of Postal Ballot was sent to the Members whose names appeared on the Register of Members/List of Beneficial Owners as received by both the depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and on Friday, 16th August, 2024 completed the dispatch of the Postal Ballot Notices. Members whose names appeared on the Register of Members/List of Beneficial owners as on Friday, 9th August, 2024 i.e., the cut-off date, were considered eligible for the purpose of voting.

The Company availed the services of National Securities Depository Limited (NSDL) which in turn provided the platform for the Members to e-vote. The e-voting commenced on Monday, 19th August, 2024 at 9.00 a.m. and ended on Tuesday, 17th September, 2024 at 5.00 p.m. (both days inclusive). The e-voting module was disabled by NSDL on Tuesday, 17th September, 2024 at 5.00 p.m. The Scrutiniser submitted his report to the Company Secretary after completion of e-voting process and the resolution was passed with requisite majority.

**iii.** Details of special resolution proposed to be conducted through postal ballot: There is no special resolution proposed to be conducted through a postal ballot regarding any of the matters to be discussed at the forthcoming AGM.

**Disclosures**

A. The Company has not entered into any materially significant related party transaction which would have potential conflict with the interest of the Company at large.

B. No penalties or strictures have been imposed on the Company by any Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets during the last three financial years.

C. Vigil Mechanism/Whistle Blower Policy has been framed by the Company and no personnel have been denied access to the Audit Committee.

D. The Company has complied with all the mandatory requirements of Regulation 27(1) of the Listing Regulations and the following non-mandatory requirements have been adopted by the Entity:

1. **Non-Executive Chairman's Office:** The Chairman's office is separate from that of the Managing Director & CEO. She is entitled to maintain an office at the Company's expense and the Company reimburses the expenses incurred by the Chairman in the course of performance of her duties.

## Annexure VIII to the Directors' Report (contd.)

2. **Separate posts of Chairman and Managing Director & CEO:** The Chairman of the Board is a Non-Executive, Promoter.

E. The weblink where policy for determining 'material' subsidiaries is disclosed and can be viewed is **https://www.bergerpaints.com/about-us/policy-determine-material-subsidiary.html**

F. The weblink where policy on dealing with related party transactions can be viewed is **https://www.bergerpaints.com/about-us/policies/policy-materiality-related-party-transactions-and-dealing-related-party**

G. The disclosure relating to commodity price risks and commodity hedging activities is provided in **Annexure – A**, attached to this Corporate Governance Report.

H. No fund was raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations.

I. A certificate from a Company Secretary in practice stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as the directors of companies by the SEBI Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Corporate Governance Report (**Annexure–B**).

J. The Board has accepted all the recommendations of the various committees of the board which is mandatorily required in the relevant financial year.

K. The total fees (FY 2024-2025) for all services amounting to ₹1.28 crore was paid/payable by the Company to the Statutory Auditors of the Company i.e., S. R. Batliboi & Co. LLP and all the entities in the network firm/network entity of which the Statutory Auditor is a part, as under for all the services taken from them:

| Name | Nature of Services | Amount (₹ In Crore) |
|---|---|---|
| Berger Paints India Limited Group | Fees for Audit and Related Services including out of pocket expense | 0.73 |
| | Other Fees paid | 0.55 |
| **Total (₹ In Crore)** | | **1.28** |

L. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. Number of Complaints filed during the financial year : 2

b. Number of Complaints disposed of during the financial year : 2

c. Number of Complaints pending as at the end of the financial year : NIL

M. Loans and advances in the nature of loans to firms/companies in which directors are interested – N.A.

N. Material Subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries – N.A.

O. There is nothing to report within the meaning of clause 5A of paragraph A of Schedule III of Regulation 30 of the Listing Regulations during the financial year 2024-2025.

P. The Company has complied with all the applicable requirements of the Listing Regulations.

Q. The Company has followed all relevant IND AS while preparing its financial statements.



Annexure VIII to the Directors' Report (contd.)

### Discretionary Requirements under Regulation 27 of the Listing Regulations

A status of compliance with discretionary recommendations of Regulation 27(1) of the Listing Regulations is provided below:

1. **The Board:**

(i) The Chairman of the Board is a Non-Executive, Promoter Director, not related to the Managing Director & Chief Executive Officer in accordance with the definition of the term "relative" defined under the Companies Act, 2013. She is entitled to maintain an office in accordance with Regulation 27(1) read with Schedule-II (Part E) of the Listing Regulations. The Company reimburses the expenses incurred by the Chairman in the course of performance of her duties.

2. **Shareholders' Rights:** The quarterly and half-yearly financial performances along with significant events are published in the newspapers and are also posted on the Company's website.

3. **Modified Opinion in Auditor's Report:** The Company's financial statement for the year ended 31st March 2025 does not contain any modified audit opinion.

4. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

5. **Independent Directors:** The Independent Directors have met once, without the presence of Non-Independent Directors and management members, on 11th February, 2025 and all Independent Directors were present thereat.

### Means of Communication

- The quarterly and half-yearly financial results of the Company are published in leading English and vernacular dailies namely Business Standard and Aajkaal. Such results are also uploaded on the Company's website at **https://www.bergerpaints.com/investors/download**. While disseminating the financial results on 11th February, 2025, the Company also provided the QR Code along with the results as per the SEBI circular dated 31st December, 2024
- Any other such important announcement press/news release is published by the Company in leading English and Bengali dailies and also uploaded on the website
- Since all the information is published in leading newspapers as well as displayed in the Company's website, hence no individual information to the shareholders are provided
- Presentations made to Institutional Investors and Analysts are uploaded on the website: **https://www.bergerpaints.com/investors/download**.

### Code of Conduct

The Board has laid down a Code of Conduct, in terms of Regulation 17(5) of the Listing Regulations, for all the Board members and senior management of the Company, and they have affirmed the same. The Code of Conduct includes all the applicable duties of Independent Directors as laid down in Schedule IV of the Act. The Independent Directors shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with their knowledge, attributable through Board processes, and with their consent or connivance or where they had not acted diligently with respect to the provisions of the Listing Regulations.

## Annexure VIII to the Directors' Report (contd.)

The Code of Conduct has been uploaded on the Company's website at **https://www.bergerpaints.com/about-us/policies/code-conduct-independent-directors**. The Certificate of Affirmation in respect of compliance has been appended as a part of Corporate Governance Report. The Company has also adopted the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the said policy can be viewed at **https://www.bergerpaints.com/about-us/policies/code-conduct-policy-to-regulate-monitor-report-and-trading**.

### Senior Management

In terms of SEBI (LODR), the particulars of Senior Management Personnel of the Company as on 31st March, 2025 are as follows:

| Sr. No | Name | Function | Designation |
|---|---|---|---|
| 1. | Mr Aniruddha Sen | Legal & Corporate Affairs | Senior Vice President – Legal & Corporate Affairs |
| 2. | Dr Prosanta Kumar Ghosh | Projects | Senior Vice President – Manufacturing – Projects |
| 3. | Mr Tapan Kumar Dhar | Research & Development (R&D) | Senior Vice President & Group Head – R&D |
| 4. | Mr Kilambi Krishna Sai | Retail (Sales & Marketing) | Executive Vice President – Retail (Sales & Marketing) |
| 5. | Mr Kaushik Ghosh | Finance & Accounts (Corporate Finance) | Chief Financial Officer |
| 6. | Mr Partha Protim Mondal | Information Technology (IT) | Chief Information Officer – IT |
| 7. | Mr Ranjan Banerjee | Human Resources (HR) | Group Head – HR |
| 8. | Mr Rajesh Kumar Tiwari | Manufacturing | Vice President & Group Head – Manufacturing & Engineering |
| 9. | Mr Sanjay Chowdhury | Protecton (Marketing) | Vice President & Business Head – Protecton |
| 10. | Mr Sudip Dasgupta | Auto GI & Powder Coatings (Marketing) | Vice President & Business Head – Auto GI & Powder Coatings |
| 11. | Mr Sujyoti Mukherjee | Finance & Accounts | Vice President – Finance & Accounts |
| 12. | Mr Arunito Ganguly | Secretarial | Vice President & Company Secretary |
| 13. | Mr A Chandar | Supply Chain & Logistics | Senior General Manager & Head – Supply Chain & Logistics |

### CEO/CFO Certification

As required under Regulation 17(8) read with Schedule II Part B of the Listing Regulations, the CEO/CFO certificate for the financial year 2024-2025 signed by Mr Abhijit Roy, Managing Director & CEO, and Mr Kaushik Ghosh, CFO, was placed before the Board at its meeting held on 14th May, 2025.



Annexure VIII to the Directors' Report (contd.)

### No. of Shares and Convertible Instruments held by the Non-Executive Directors

The Company does not have any convertible instruments. The number of equity shares held by Non-Executive Directors at the close of business hours on 31st March, 2025 is given below:

| Sr. No. | Name of Non-Executive Directors | Number of Shares held by them |
|---|---|---|
| 1. | Mr Kuldip Singh Dhingra | 66,18,085 |
| 2. | Mr Gurbachan Singh Dhingra | 53,38,665 |
| 3. | Ms Rishma Kaur | 7,20,000 |
| 4. | Mr Kanwardip Singh Dhingra | 8,40,000 |
| 5. | Mr Naresh Gujral* | 25,680 |
| 6. | Mr Anoop Hoon | – |
| 7. | Mrs Sonu Halan Bhasin | – |
| 8. | Dr Anoop Kumar Mittal | – |
| 9. | Mr Gopal Krishna Pillai | – |
| 10. | Mr Subir Bose** | 26,208 |

*Mr Naresh Gujral (DIN: 00028444) Independent Director ceased to be a member of the Board with effect from 20th August, 2024, after completion of his second consecutive term as an Independent Director of the Company.

**Mr Subir Bose (DIN: 00048451) has been appointed as an Independent Director of the Company for a period of five (5) consecutive years w.e.f 15th May, 2024.

On behalf of the
**Board of Directors**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

Place: Kolkata
Dated: 14th May, 2025

## Annexure VIII to the Directors' Report (contd.)

### Declaration under Regulation 34(3) read with Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As provided under Regulation 34(3) read with Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Board members and the senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2025. The said Code of Conduct has also been uploaded by the Company on its website: **www.bergerpaints.com**.

Place: Kolkata
Dated: 14th May, 2025

**ABHIJIT ROY**
Managing Director & Chief Executive Officer
(DIN: 03439064)



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Annexure VIII to the Directors' Report (contd.)

### Annexure A — General Shareholders' Information

[Annexure to Corporate Governance Report]

**Annual General Meeting** : **Day and Date** - Tuesday, 12th August, 2025.
**Time** - 11:00 AM.
**Venue** - To be held through VC/OAVM.

**Financial Year** : The accounting year covers the period from 1st April, 2024 to 31st March, 2025.

**Tentative financial calendar for FY 2025-2026**:

| | |
|---|---|
| First Quarterly Results | On or before 14th August, 2025 |
| Second Quarterly Results | On or before 14th November, 2025 |
| Third Quarterly Results | On or before 14th February, 2026 |
| Annual Results for the year ending on 31st March, 2026 | On or before 30th May, 2026 |
| Annual General Meeting for the year ending on 31st March, 2026 | On or before 31st August, 2026 |

**Book Closure Dates** : Book closure commences on 6th August, 2025 and ends on 12th August, 2025, both days inclusive.

**Record Date** : Tuesday, 5th August, 2025

**Dividend Payment Date** : Dividend, if declared will be paid on Friday, 22nd August, 2025.

**Listing Details along with the Scrip Codes** : **The shares of the Company are listed on the following Stock Exchanges:**

- **National Stock Exchange (NSE)**
  National Stock Exchange of India Limited.
  Exchange Plaza, C-1, Block G
  Bandra Kurla Complex
  Bandra (E), Mumbai 400 051.
  **Stock Code: BERGEPAINT**
- **Bombay Stock Exchange (BSE)**
  BSE Limited
  Phiroze Jeejeebhoy Towers
  Dalal Street, Mumbai 400 001.
  **Stock Code: 509480**
- **Calcutta Stock Exchange (CSE)**
  The Calcutta Stock Exchange Limited
  7, Lyons Range, Kolkata 700 001.
  **Stock Code: 12529**

**Depositories** : a) **National Securities Depository Limited**
3rd Floor, Naman Chamber, Plot C-32
G-Block, Bandra Kurla Complex
Bandra East, Mumbai 400 051

b) **Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th Floor
NM Joshi Marg, Lower Parel
Mumbai 400 013.

**ISIN No.** : **INE463A01038**

**Payment of Annual Listing Fees** : Annual Listing Fees for the financial year 2025-2026 has been paid by the Company to the Stock Exchanges.

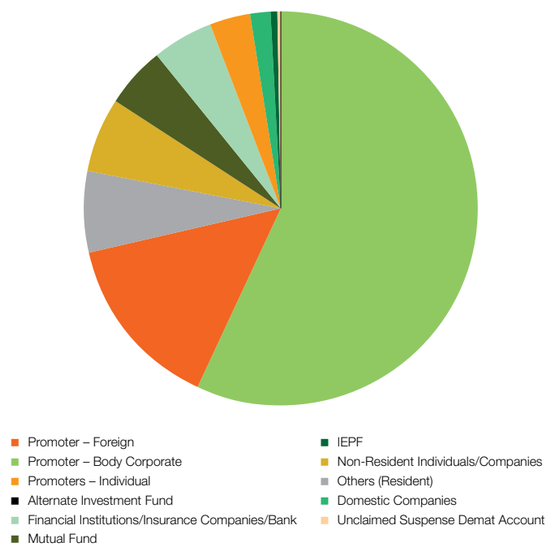
## Annexure VIII to the Directors' Report (contd.)

### General Shareholders' Information

**Number of Shareholders as on 31st March, 2025: 3, 87,108**

**Shareholding pattern as on 31st March, 2025**

| Sr. No. | Status | Holding | % |
|---|---|---|---|
| 1. | Promoter – Foreign | 16,87,88,138 | 14.48 |
| 2. | Promoter – Body Corporate | 66,66,59,868 | 57.18 |
| 3. | Promoters – Individual | 3,87,81,430 | 3.33 |
| 4. | Non-Resident Individuals/Companies | 7,06,03,406 | 6.06 |
| 5. | Alternate Investment Fund | 5,29,923 | 0.04 |
| 6. | Venture Capital | 0 | 0.00 |
| 7. | Financial Institutions/Insurance Companies/Bank | 5,65,05,159 | 4.85 |
| 8. | Others (Resident) | 7,60,50,343 | 6.52 |
| 9. | Mutual Fund | 6,08,88,251 | 5.22 |
| 10. | Domestic Companies | 1,84,82,326 | 1.58 |
| 11. | IEPF | 76,09,818 | 0.65 |
| 12. | Unclaimed Suspense Demat Account | 9,96,117 | 0.09 |
| | **Total** | **1,16,58,94,779** | **100.00** |






Annexure VIII to the Directors' Report (contd.)

### Distribution of Shareholding as at 31st March, 2025

| Shareholding of Nominal Value (Range of Shares) (₹) | | Share Amount (₹) | % of Total | Details: No. of Shareholders | No. of Shares | % of Total |
|---|---|---|---|---|---|---|
| 1 | 5000 | 3,36,96,352 | 2.89 | 3,83,697 | 3,36,96,352 | 99.12 |
| 5001 | 10000 | 1,17,48,577 | 1.01 | 1,638 | 1,17,48,577 | 0.42 |
| 10001 | 20000 | 1,54,54,342 | 1.32 | 1,072 | 1,54,54,342 | 0.28 |
| 20001 | 30000 | 59,54,764 | 0.51 | 245 | 59,54,764 | 0.06 |
| 30001 | 40000 | 47,46,030 | 0.41 | 137 | 47,46,030 | 0.04 |
| 40001 | 50000 | 33,88,532 | 0.29 | 77 | 33,88,532 | 0.02 |
| 50001 | 100000 | 74,62,546 | 0.64 | 109 | 74,62,546 | 0.03 |
| 100001 | 1000000 & Above | 1,08,34,43,636 | 92.93 | 133 | 1,08,34,43,636 | 0.03 |
| **Total** | | **1,16,58,94,779** | **100.00** | **3,87,108** | **1,16,58,94,779** | **100.00** |

### Share Transfer System

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended from time to time, transfer/transmission and transposition of securities shall be effected only in dematerialised form. Listed Companies shall issue the securities in dematerialised form only, for processing any service request from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5, the format of which is available on the Company's website at **https://www.bergerpaints.com/investors/services**. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant ('DP') for dematerialising those shares. If the shareholder fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Berger Paints India Limited Suspense Escrow Demat Account ('SEDA') held by the Company. Shareholders can claim those shares transferred to SEDA on submission of necessary documentation.

Details of shares transferred to/released from SEDA during the FY 2024-2025 are as under:

| Particulars | No. of Shareholders | No. of Shares |
|---|---|---|
| No. of shareholders and their shares lying in SEDA as on 1st April, 2024 | NIL | NIL |
| No. of shareholders and their shares transferred to SEDA during the financial year 2024-2025 | 2 | 3,744 |
| No. of shareholders to whom shares were transferred from SEDA during financial year 2024-2025 | NIL | NIL |
| No. of shareholders and their shares lying in SEDA as on 31st March, 2025 | 2 | 3,744 |

In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

## Annexure VIII to the Directors' Report (contd.)

**Nomination Facility**

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/SH-14. The relevant forms are available at **https://www.bergerpaints.com/investors/services**.

**Shares held in Electronic Form**

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to the DP.

**Green Initiative**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs.

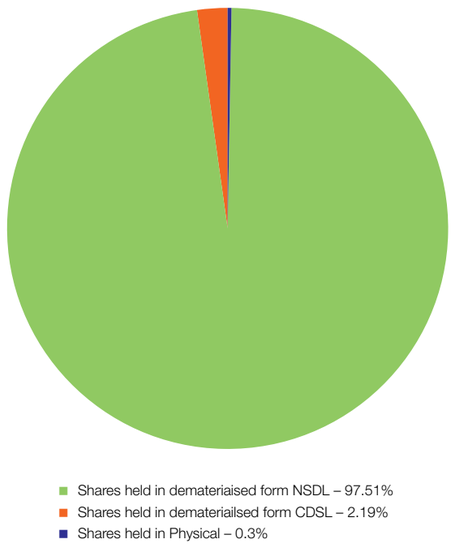
Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of their Folio No.

With the same view, the Company circulates to its Board members Notices of various meetings, Agenda papers and supporting materials through email. This ensures proper electronic record of the timely communication as well as confidentiality of data.

**Dematerialisation of Shares and Liquidity as on 31st March, 2025**

99.7% of the Company's shares is held in electronic form.

**Shares held in Physical and Dematerialised Mode as on 31st March, 2025**






## Annexure VIII to the Directors' Report (contd.)

**Outstanding GDRs/ADRs/Warrants or Any Convertible Instruments, Conversion Date and likely impact on Equity:**

There are no outstanding GDRs/ADRs/Warrants or convertible instruments.

**Dividend History (Last 10 Years)**

| Financial Year | Dividend per Share (₹) |
|---|---|
| 2023-2024 | 3.50 |
| 2022-2023 | 3.20 |
| 2021-2022 | 3.10 |
| 2020-2021 | 2.80 |
| 2019-2020 (Final) | 0.30 |
| 2019-2020 (Interim) | 1.90 |
| 2018-2019 | 1.90 |
| 2017-2018 | 1.80 |
| 2016-2017 | 1.75 |
| 2015-2016 (Final) | 1.00 |
| 2015-2016 (Interim) | 0.65 |
| 2014-2015 (Final) | 0.65 |
| 2014-2015 (Interim) | 0.60 |

Effective 9th January, 2015, the equity shares of nominal face value of ₹2/- each were sub-divided into two equity shares of face value of ₹1/-each.

As you are aware that as per the Income Tax Act, 1961 (the Act), as amended by the Finance Act, 2020, dividends paid or distributed by a Company on or after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company shall also be required to deduct tax at source at the time of making the payment of the Dividend, if declared at the AGM.

The Tax Deducted at Source (TDS) rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. The TDS for various categories of shareholders along with required documents are provided in the following Tables 1 and 2:

## Annexure VIII to the Directors' Report (contd.)

**Table 1: Resident Shareholders**

| Category of Shareholder | Tax Deduction Rate | Exemption applicability/Documentation requirement |
|---|---|---|
| Any resident shareholder | 10% | Update the PAN if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – CB Management Services (P) Ltd. (in case of shares held in physical mode).<br>No deduction of taxes in the following cases:<br>• If dividend paid/distributed or likely to be paid/distributed to a Resident Individual shareholder during financial year 2025-2026 does not exceed ₹10,000/-<br>• If shareholder is exempted from TDS provisions under Section 194 of the Act or through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same. |
| Submitting Form 15G/Form 15H | NIL | • The shareholder's estimated total income as well as dividend payable is below the taxable limit and a declaration is received from the concerned shareholders in Form 15G (for individuals up to the age of 60 years)<br>• The shareholder's estimated total income is below the taxable limit and a declaration is received from the concerned shareholders in Form 15H (for individuals of the age of 60 years or above). |
| Order under Section 197 of the Act | Rate provided in the Order | Lower/NIL withholding tax certificate obtained from Income Tax authorities. |
| Insurance Companies | NIL | A declaration that the shares are owned by it or it has full beneficial interest in such shares along with self-attested copy of PAN and registration document. |
| Corporation established by or under a Central Act which is, under any law for the time being in force, exempts from income- tax on its income | NIL | Documentary evidence that the person is covered under Section 196 of the Act. |
| Mutual Funds | NIL | Self-declaration that it is covered under Section 10(23D) of the Act along with self-attested copy of PAN card and registration certificate. |
| Category I and Category II Alternative Investment Fund | NIL | Documentary evidence that the person is covered by Notification No. 51/2015 dated 25th June, 2015. |
| Other resident shareholders exempt as per Section 197A of the Income Tax Act including those mentioned in Circular No. 18/2017 issued by CBDT viz. New Pension System Trust governed by Section 10(44), Recognised Provident Fund, Approved Superannuation Fund or Approved Gratuity Fund | NIL | Documentary evidence that the person is covered by paragraph 4 of Notification No.18/2017 dated 29th May, 2017. |
| Other resident shareholder without PAN/Invalid PAN | 20% | — |

**Please note that:**

a) Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP ID-Client ID is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.

b) Shareholders holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.



Annexure VIII to the Directors' Report (contd.)

c) In case of resident shareholder whose PAN has been made inoperative due to non-linking of PAN with Aadhaar Number, Tax shall be deducted at higher rate of 20%.

d) A declaration must be filed with the Company where the whole or any part of the dividend income is assessable, under the provisions of the Act, in the hands of a person other than the member in accordance with Rule 37BA(2) of the Income-Tax Rules, 1962. The declaration must consist of name, address, PAN, along with other documents mentioned above depending upon the tax residency status of such person to whom credit is to be given and proportion of credit to be given in respect of dividend income.

**Table 2: Non-resident Shareholders**

| Category of shareholder | Tax Deduction Rate | Exemption applicability/Documentation requirement |
|---|---|---|
| Any non-resident shareholder including Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI) | 20%<br>(plus applicable surcharge and cess) or Tax Treaty rate, whichever is lower | Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company:<br>• Copy of the PAN Card, if any, allotted by the Indian authorities<br>• Self-attested copy of Tax Residency Certificate (TRC) valid for the year 2025 obtained from the tax authorities of the country of which the shareholder is a resident<br>• A copy of Form 10F electronically furnished on income tax e-filing portal<br>• Self-declaration confirming not having a Permanent Establishment in India in accordance with the applicable Tax Treaty read with the Multilateral Instrument (where applicable), eligibility to Tax Treaty benefit and beneficial ownership of shares<br>• In case of FIIs and FPIs, self-attested copy of SEBI registration certificate<br>TDS shall be deducted at 20% (plus applicable surcharge and cess) if any, if the above mentioned documents are not provided.<br>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the Non-resident shareholder and are in accordance with the provisions of the Act. |
| Alternative Investment Fund – Category III located in International Financial Services Centre (IFSC). | 10% (plus applicable surcharge and cess) | Copy of PAN card<br>Self-declaration along with adequate documentary evidence (e.g. registration certificate) substantiating the nature of the entity. |
| Non-resident Shareholders who are tax residents of Notified Jurisdictional Area as defined under Section 94A(1) of the Act. | 30% | Not applicable. |
| Sovereign Wealth funds and Pension funds notified by Central Government under Section 10(23FE) of the Act | NIL | Copy of PAN card<br>Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India.<br>Self-declaration that the conditions specified in section 10(23FE) have been complied with |
| Submitting Order under Section 197 of the Act | Rate provided in the Order | Lower/NIL withholding tax certificate obtained from Income Tax authorities |
| Foreign Portfolio Investors (FPIs) – Category I | 10% (plus applicable surcharge and cess) in case of a valid PAN | Copy of PAN card<br>Self-declaration along with adequate documentary evidence (e.g. registration certificate) substantiating the nature of the entity. |
| Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed under section 10(23FE) of the Act | NIL | Copy of PAN card<br>Self-Declaration substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act. |

## Annexure VIII to the Directors' Report (contd.)

**Please note that:**

a) All the above referred tax rates shall be duly enhanced by the applicable surcharge and cess.

b) Shareholders holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

c) In case of a non-resident shareholder whose PAN has been made inoperative due to non-linking of PAN with Aadhaar, tax shall be deducted at the applicable rate or 20%, whichever is higher.

d) A declaration must be filed with the Company where the whole or any part of the dividend income is assessable, under the provisions of the Act, in the hands of a person other than the member in accordance with Rule 37BA(2) of the Income-Tax Rules, 1962. The declaration must consist of name, address, PAN, along with other documents mentioned above depending upon the tax residency status of such person to whom credit is to be given and proportion of credit to be given in respect of dividend income.

**Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

In accordance with the materiality criteria of commodities as determined by the Board and available at the Company's website at **https://www.bergerpaints.com/about-us/policies/risk-management-materiality-policy**. No commodity is considered to be material.

The Company's Foreign Exchange exposure with respect to payables and loans are managed by continuously monitoring the exchange rates and premiums for forward cover and such exposure is hedged on a short-term basis when commercially expedient to do so.

**Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:**

| Commodity Name | Exposure in INR towards the particular commodity | Exposure in Quantity terms towards the particular commodity | % of such exposure hedged through commodity derivatives | | | | |
|---|---|---|---|---|---|---|---|
| | | | Domestic market | | International market | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

**Plant Locations:-**

**HOWRAH**
14 & 15 Swarnamoyee Road
Shibpur, Howrah 711 103
Phone: 7605031301-05

**JAMMU 1&2**
SIDCO Industrial Growth Centre, Sambha
Dist.: Jammu, Jammu & Kashmir - 184 121
Phone: 9596774194
(*includes British Paints Division separately)

**HINDUPUR***
Plot No. 32 (part), Gollapuram Industrial Park
Hindupur - 515 211, Sri Sathya Sai
Dist.: Andhra Pradesh
Phone: 7290030159

**TALOJA**
Plot no. J-90, MIDC Taloja, Panvel
Raigad - 410208
Maharastra (India)
Phone: 07596065269

**SANDILA**
Plot No. B4, B5 Industrial Area, Sandila Phase I
Sandila, Dist.: Hardoi,
Uttar Pradesh – 241 204
Phone: + 91 9147398953/+91 9147416905

**SIKANDRABAD***
A-38 and F-41/43, Industrial Area
Sikandrabad, Dist.: Bulandshahar
Pin - 203 205 (UP)
Mobile No. 7417558119

**GOA**
316-317 Kundaim Industrial Estate
Kundaim, North Goa
Phone: 0832-239 5941/6407

**JEJURI**
Plot No. G-35
Additional Jejuri Industrial Area
Tal - Purandar, Pune - 412 303
Phone: 9607231573-75

**ASSAM (NALBARI)***
IIDC of AIDC, Nathkuchi - 2
Near North East Mega Food Park, Tihu
Nalbari (Assam) - 781 355
Phone: 7578992956

**PUDUCHERRY**
53-56 Pandasozhanallur
Village Nettapakkam Commune
Puducherry - 605 106
Phone: 0413-269 9574/0413 - 2699050

**RISHRA**
103/2, G.T. Road
Rishra, Hooghly - 712 248
Phone: 75960 50640-43

**HINDUPUR**
Plot No. 262, Industrial Growth Centre
Thumukunta Village, Hindupur - 515 211
Dist.: Anantapur, Andhra Pradesh
Phone: 08556-297245

**ASSAM (NALTALI)**
937/990 (Part) Dag No. 111
Revenue Circle – Kaliabor
Village: Naltali IIDC - Bhomoraguri
Nagaon – 782143, Assam
Phone: +91 7596087979

* British Paints Division



Annexure VIII to the Directors' Report (contd.)

**Note:**
Upcoming state-of-the-art manufacturing units at Panagarh, West Bengal and Khordha, Odisha.

**Registrars and Share Transfer Agent and address for correspondence:**

| Registered Office Address | Corporate Office Address |
|---|---|
| CB Management Services (P) Ltd<br>U74140MH1994PTC429689<br>C – 101 Ist Floor, 247 Park, L.B.S Marg<br>Vikhroli (West), Mumbai 400083 | M/S CB Management Services (P) Ltd<br>U74140MH1994PTC429689<br>Rasoi Court 5th floor, 20, R N Mukherjee Road<br>Kolkata – 700001<br>Tel No: 033-6906 6200<br>E-mail: (i) ranu.deytalukdar@in.mpms.mufg.com<br>(ii) ranarc@cbmsl.co |

**Compliance Officer:**

Mr Arunito Ganguly (FCS 9285), Vice President and Company Secretary.

**For any query relating to your shareholding, please send your query at**

**1. Berger Paints India Limited**

**Registered Office Address**

Berger House, 129, Park Street, Kolkata 700 017
E-mail: **consumerfeedback@bergerindia.com**

**Corporate Office & Address for Correspondence**

Plot No. CF-4, Action Area IC
Newtown, Kolkata – 700 156.
Phone: 9147720400

**2. M/S C B Management Services (P) Ltd.**

At the address and E-mail id mentioned above.

**Credit Rating**

Credit ratings obtained by the Company during the relevant financial year, for all facilities specified in the table below are as follows:-

| Name of Entity | Instrument | Rating |
|---|---|---|
| CRISIL | Fund Based facilities from Banks | CRISIL AAA /Stable |
| CRISIL | Non Fund Based facilities from Banks | CRISIL A1+ |
| CRISIL | Commercial Paper | CRISIL A1+ |
| CARE | Commercial Paper | CARE A1+ |

There was no revision during the year.

## Annexure VIII to the Directors' Report (contd.)

### Disclosures as per Regulation 34(3) Read with Para F of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required by Regulation 34(3) read with Para F of Schedule V of the Listing Regulations, the details of Demat Suspense Account/ Unpaid Suspense Account are disclosed here;

| Sr. No. | Particulars | No. of Shareholders | Outstanding Shares (Face Value of ₹1) |
|---|---|---|---|
| 1. | Aggregate number of Shareholders and the Outstanding Shares in the Suspense Account lying at the beginning of the year | 1087 | 11,91,584 |
| 2. | (-) Subsequently Transferred from Suspense Account to IEPF A/C on 3rd January, 2025 | (42) | (64,450) |
| 3. | (+) Credit back of shares in Unclaimed Suspense Account on 14th June, 2024 | 1 | 672 |
| | **Total** | **1046** | **11,27,806** |
| 4. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 6th May, 2024 | 9 | 13,381 |
| 5. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 18th May, 2024 | 26 | 41,245 |
| 6. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 16th July, 2024 | 25 | 26,102 |
| 7. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 23rd October, 2024 | 14 | 15,186 |
| 8. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 14th February, 2025 | 15 | 16,643 |
| 9. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 21st February, 2025 | 10 | 10,297 |
| 10. | No of Shareholders who approached Issuer for transfer of shares from Suspense Account and shares released on 28th February, 2025 | 14 | 12,579 |
| | **Total Shares released from Suspense Account during 2024-2025** | **113** | **1,35,433** |
| | Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year i.e. 31st March, 2025 | 933 | 9,92,373 |

On behalf of the
**Board of Directors**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

Place: Kolkata
Dated: 14th May, 2025



Annexure VIII to the Directors' Report (contd.)

### Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**The Members of Berger Paints India Limited**
**Berger House**
**129 Park Street,**
**Kolkata - 700017**

1. The Corporate Governance Report prepared by Berger Paints India Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2025 as required by the Company for annual submission to the Stock exchange.

**Management's Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

   i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;

   ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;

   iii. Obtained and read the Register of Directors as on March 31, 2025 and verified that at least one independent woman director was on the Board of Directors throughout the year;

## Annexure VIII to the Directors' Report (contd.)

iv. Obtained and read the minutes of the following committee meetings/other meetings held April 01, 2024 to March 31, 2025:

(a) Board of Directors;

(b) Audit Committee;

(c) Annual General Meeting (AGM);

(d) Compensation and Nomination and Remuneration Committee;

(e) Stakeholders' Relationship and Investor Grievance Committee;

(f) Business Process and Risk Management Committee;

v. Obtained necessary declarations from the directors of the Company.

vi. Obtained and read the policy adopted by the Company for related party transactions.

vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.

viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion**

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2025, referred to in paragraph 4 above.

**Other matters and Restriction on Use**

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOID9102

Place of Signature: Kolkata
Dated: May 14, 2025



## Annexure VIII to the Directors' Report (contd.)

## Annexure B — Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**The Members of**
**Berger Paints India Limited**
**Berger House,**
**129 Park Street,**
**Kolkata- 700017**
**West Bengal**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Berger Paints India Limited** having CIN : L51434WB1923PLC004793 and having registered office at Berger House, 129, Park Street, Kolkata – 700017, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal **www.mca.gov.in**] as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---|---|---|---|
| 1. | Ms Rishma Kaur | 00043154 | 14.04.2011 |
| 2. | Mr Kuldip Singh Dhingra | 00048406 | 17.07.1991 |
| 3. | Mr Gurbachan Singh Dhingra | 00048465 | 14.05.1993 |
| 4. | Mr Anoop Hoon | 00686289 | 01.02.2019 |
| 5. | Mr Kanwardip Singh Dhingra | 02696670 | 03.08.2011 |
| 6. | Mrs Sonu Halan Bhasin | 02872234 | 01.02.2019 |
| 7. | Mr Abhijit Roy | 03439064 | 11.02.2011 |
| 8. | Dr Anoop Kumar Mittal | 05177010 | 19.03.2020 |
| 9. | Mr Gopal Krishna Pillai | 02340756 | 15.05.2023 |
| 10. | Mr Subir Bose | 00048451 | 15.05.2024 |

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**CS ATUL KUMAR LABH**
**Practising Company Secretary**

Membership Number : FCS - 4848
CP No. : 3238
PRCN : 1038/2020
UIN : S1999WB026800
UDIN : F004848G000330657

Place: Kolkata
Dated: 14th May, 2025

# Independent Auditor's Report

## To the Members of Berger Paints India Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Berger Paints India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.





| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| **Revenue Recognition** *(as described in Note 3.5 and Note 34 of the standalone financial statements)* | |
| The Company recognizes revenues when the control of goods and/or services are transferred to the customer at an amount that reflects the net consideration, which the Company expects to receive for those goods and/or services from customers in accordance with the terms of the contracts. In determining the sales price, the Company considers the effects of applicable rebates, and discounts (variable consideration).<br><br>The terms of sales arrangements, including the timing of transfer of control, based on the terms of relevant contract and nature of discount and rebates arrangements, create complexities that require judgment in determining sales revenues.<br><br>Considering the above factors and the risk associated with revenue recognition, we have determined the same to be a key audit matter. | Our audit procedures included the following:<br>• We read and evaluated the Company's revenue recognition policy and assessed its compliance in terms of Ind AS 115 'Revenue from contracts with customers'.<br>• We assessed the design and tested the operating effectiveness of internal controls related to sales and applicable rebates/discounts.<br>• We performed test for a sample of individual revenue transactions by comparing the underlying sales invoices, sales orders and other related documents to assess that revenue is recognized on transfer of control to the customer in accordance with the terms of the contract.<br>• We tested, on a sample basis, rebates and discount schemes against the underlying documents to assess that the actual rebates and discounts recognized are as per the approved schemes and are appropriately recorded.<br>• We tested, on a sample basis, that revenue has been recognized in the proper period with reference to the supporting documents.<br>• We tested underlying documentation for journal entries which were considered to be material related to revenue recognition.<br>• We read and assessed the relevant disclosures made in the standalone financial statements. |
| **Impairment Assessment of Investments in Subsidiaries and Joint Ventures** *(as described in Note 44 of the standalone financial statements)* | |
| The carrying values of the Company's investments in subsidiaries and joint ventures are assessed annually by management for potential indicators of impairment by reference to the requirements under Ind AS 36 "Impairment of Assets". Accordingly, management has identified impairment indicators in respect of one joint venture and certain subsidiaries. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment was required to be recognized.<br><br>For the purpose of the above impairment testing, management has determined the value in use and the fair value less costs to sell as applicable. Value in use has been determined by forecasting and discounting future cash flows. Furthermore, the value in use is sensitive to changes in some of the inputs used for forecasting the future cash flows.<br><br>Accordingly, we identified the assessment of potential impairment of investments in subsidiaries and joint ventures as a key audit matter because impairment assessment involves significant degree of management judgement in determining the key assumptions. | Our audit procedures included the following:<br>• We have obtained and discussed with management and evaluated the key judgements/assumptions underlying management's assessment of potential indicators of impairment.<br>• We obtained an understanding of the impairment assessment process and evaluated the design and tested the operating effectiveness of the controls in respect of the same.<br>• Where potential indicators of impairment were identified, we have assessed financial performance of subsidiaries and joint ventures and evaluated management's impairment assessments and assumptions of cash flow forecasts, discount rates, expected growth rates, terminal growth rates and fair value less cost to sell, as applicable.<br>• We performed sensitivity analysis to determine the impact of changes in the key assumptions.<br>• We involved valuation specialists where considered necessary, to independently assess the assumptions and methodologies used by the Company in computing the recoverable amount. In making this assessment, we also assessed the objectivity, independence and competency of the valuation specialists.<br>• We read and assessed the relevant disclosures made in the standalone financial statements |

## Auditor's Report of the Standalone Financial Statements (contd.)

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Auditor's Report of the Standalone Financial Statements (contd.)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion; proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i) to (vi) below on reporting under Rule 11(g);

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

## Auditor's Report of the Standalone Financial Statements (contd.)

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (i) to (vi) below on reporting under Rule 11(g);

(g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 48(b) to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company:

| Particulars | Date of Payment | Amount Involved (₹ In crore) | Number of days' delay |
|---|---|---|---|
| Amount required to be transferred in respect of financial year ended March 31, 2017 | 21-11-2024 | 1.37 | 44 |

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 55 (A) (vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 55 (A) (viii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.



## Auditor's Report of the Standalone Financial Statements (contd.)

As stated in note 33 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature for direct changes to data in certain database tables was not enabled for part of the year, as described in note 56 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of relevant prior year has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded in the respective year, as stated in note 56 to the financial statements.

Based on our examination which included test checks, and as explained in note 56 to the financial statements, the Company, has used payroll software for a part of the year which was operated by a third-party software service provider, for maintaining its books of account. In the absence of Service Organisation Controls report we are unable to comment on whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with, in respect of an accounting software(s). Additionally, for the reasons stated in note 56 to the financial statements, we are unable to comment whether the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOIB9309

Place of Signature: Kolkata
Dated: May 14, 2025

## Auditor's Report of the Standalone Financial Statements (contd.)

### Annexure '1' Referred to in Paragraph 1 Under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

**Re: Berger Paints India Limited ("the Company")**

**In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All Property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification of all the Property, plant and equipment over a period of once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on verification carried out during the year in accordance with said programme.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, plant and equipment/ Right of use assets are held in the name of the Company except 7 (seven) title deeds of the immovable properties as disclosed in Note 4 and Note 47 to the standalone financial statements, as indicated in the below mentioned cases:

| Description of Property | Gross carrying value (₹ in crore) | Net carrying value (₹ in crore) | Held in name of | Whether promoter, director or their relative or employee | Period held – indicate range, where appropriate | Reason for not being held in the name of Company |
|---|---|---|---|---|---|---|
| One freehold land at Rishra, West Bengal | 1.36 | 1.36 | Berger Auto & Industrial Coatings Limited | No | 3rd March, 2005 | In terms of the order dated March 3, 2005, the Hon'ble High Court at Calcutta approved the Scheme of Amalgamation of Berger Auto & Industrial Coatings Limited with the Company, wherein the particular freehold land was transferred to the Company. |
| One freehold land at Hindupur, Andhra Pradesh | 2.66 | 2.66 | Andra Pradesh Industrial Infrastructure Corporation Ltd | No | June 28, 2018 | The Company has received the allotment in its name and execution of title deed in respect of freehold land at Hindupur, Andhra Pradesh is under process. |
| One leasehold land at Panaji, Goa | 0.35 | 0.25 | Rajdoot Paints Private Limited | No | October 01, 1998 | In terms of the order dated October 01, 1998, the Hon'ble High Court of Calcutta had approved the Scheme of Amalgamation of Rajdoot Paints Private Limited with the Company with effect from October 01, 1998. In terms of said order, all the aforesaid leasehold land parcels held by Rajdoot Paints Private Limited were transferred to the Company. |
| One leasehold land at Sikandrabad, Uttar Pradesh | 0.27 | 0.13 | Rajdoot Paints Private Limited | No | October 01, 1998 | |
| One leasehold land at Chandigarh | 0.05 | 0.03 | Rajdoot Paints Private Limited | No | October 01, 1998 | |



Auditor's Report of the Standalone Financial Statements (contd.)

| Description of Property | Gross carrying value (₹ in crore) | Net carrying value (₹ in crore) | Held in name of | Whether promoter, director or their relative or employee | Period held – indicate range, where appropriate | Reason for not being held in the name of Company |
|---|---|---|---|---|---|---|
| One leasehold land at Odisha | 65.74 | 64.93 | Odisha Industrial Infrastructure Development Corporation | No | November 04, 2023 | The Company has received the allotment in its name and execution of lease deed in respect of land in Odisha is under process. |
| One leasehold land at Howrah, West Bengal | 0.01 | * | Government of West Bengal | No | September 26, 1957 | Renewal of lease with West Bengal Government in respect of this piece of land at Howrah is under process since September 26, 2017. |

* Amount is below rounding off norms.

d) The Company has not revalued its Property, plant and equipment (including Right-of-use assets) or intangible assets during the year ended March 31, 2025.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2025 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.

(b) As disclosed in Note 27 to the financial statements, the Company has been sanctioned working capital limits in excess of ₹5 crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are not in agreement with the unaudited books of account of the Company and the details are as follows

₹ in Crore

| Quarter ended | Value per books of account | Value per quarterly return/ statement | Discrepancy (give details)* |
|---|---|---|---|
| September 30, 2024 | | | |
| Trade Receivables | 1,307.94 | 1,297.15 | 10.79 |

* Quarterly statements submitted to banks were prepared and filed on the basis of provisional basis which didn't include non-current trade receivables.

The Company does not have sanctioned working capital limits in excess of ₹5 crores in aggregate from financial institutions during any point of time of the year on the basis of security of current assets.

## Auditor's Report of the Standalone Financial Statements (contd.)

(iii) (a) During the year the Company has provided loan and has stood guarantees to companies as follows:

₹ in Crore

| | Loans | Guarantees |
|---|---|---|
| Aggregate amount granted/provided during the year | 7.03 | 5.37 |
| - Subsidiary Company | | |
| - Joint Venture Company | | |
| Balance outstanding as at balance sheet date in respect of the above | | |
| - Subsidiary Company | 39.53 | 75.00 (Outstanding loan of ₹15.23 at year end) |
| - Joint Venture Company | | 50.37 (Outstanding loan of ₹24.00 at year end) |

During the year the Company has not provided loans, advances in the nature of loans, stood guarantees or provided securities to companies, firms, Limited Liability Partnerships or any other parties other than as mentioned above.

(b) During the year, the investments made, guarantees provided and the terms and conditions of the grant of loan are not prejudicial to the Company's interest. During the year, the Company has not made investments, provided guarantees, provided securities or granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties other than as mentioned above.

(c) In respect of loans granted to a subsidiary company, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular except in the following cases:

₹ in Crore

| Name of the Subsidiary Company | Amount | Due date | Date of payment | Extent of delay | Remarks, if any |
|---|---|---|---|---|---|
| Beepee Coatings Private Limited | 0.68 | Jun 30, 2024 | July 25, 2024 | 25 days | Delay in receipts of interest |
| | 0.72 | Sep 30, 2024 | Oct 17, 2024 | 17 days | |
| | 0.72 | Dec 31, 2024 | May 12, 2025* | 132 days | |
| | 0.74 | Mar 31, 2025 | May 12, 2025* | 42 days | |

*Subsequent to the year-end

The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties other than as mentioned above.

(d) The following amounts are overdue for more than ninety days from subsidiary company to whom loan has been granted during the year, and reasonable steps have been taken by the Company for recovery of the overdue amount of principal and interest.

₹ in Crore

| Number of Cases | Principal Amount Overdue | Interest Overdue | Total Overdue | Remarks, if any |
|---|---|---|---|---|
| 1 (One) | Nil | 0.72 | 0.72 | Delay in receipts of interest |

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.



Auditor's Report of the Standalone Financial Statements (contd.)

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of Company's products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding at the year end for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other material statutory dues have not been deposited on account of any dispute, are as follows:

| Name of the statute | Nature of the dues | Amount (₹ In Crore) | Period to which the amount relates [Financial Year (FY)] | Forum where the dispute is pending |
|---|---|---|---|---|
| The Central Excise Act, 1944, Finance Act, 1994 and Customs Act, 1962 | Excise Duty/ Service Tax/ Customs | 0.61 | FY 2012-13 and FY 2017-18 (Period: 2012-13 and April 2017 to June 2017) | Adjudicating Authority |
| | | 1.05 | FY 2005-06 to FY 2006-07 and FY 2016-17 to 2017-18 (Period: April, 2005 to October, 2006 and October, 2016 to June, 2017) | Commissioner (Appeals) |
| | | 3.70 | FY 1990-91 to FY 1994-95, FY 2003-04 to FY 2004-05, FY 2007-08 and FY 2013-14 to FY 2017-18 (Period: 1990 to 1995, April, 2003 to December, 2004, 2007-08, April 2013 to June 2017) | Customs Excise Service Tax Appellate Tribunal (CESTAT) |
| | | 21.84 | FY 2011-2012 to 2013-2014 (Period: April 2011 to March 2014) | High Court |
| The Central Sales Tax Act, 1956 and The Value Added Tax Act, 2005 | Sales Tax/Value added Tax | 3.44 | FY 1983-84 to FY 1984-85, FY 1988-89 to FY 1989-90, FY 1991-92 to 1993-94, FY 1995-1996, FY 2000-01, FY 2002-03 to FY 2007-08, FY 2009-10, FY 2013-14 to FY 2017-18 (Period: 1983-1985, 1988-1990, 1991-1994, 1995-1996, 2000-2001, 2002-2008, 2009-2010, 2013-2018) | Appellate Authority |
| | | 0.41 | FY 1994-95, FY 1998-99 to 1999-2000 and FY 2001-02 (Period : 1994-1995, 1998-2000, 2001-2002) | Taxation Tribunal |
| | | 4.23 | FY 1996-97 to FY 1997-98, FY 2009-2010, FY 2012-13 to FY 2013-14, FY 2015-16 to FY 2017-18 (Period: 1996-1998, 2009-2010, 2012-2014, 2015-2018) | High Court |
| | | 0.30 | FY 1995-96 FY 2012-13 to FY 2013-14 (Period: 1995-1996, 2012-2014) | Assessing Authority |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 10.39 | FY 2017-18 to FY 2019-20 and FY 2021-22 to 2022-23 (Period: July 2017 to March 2020, April 2021 to March 2023) | Adjudicating Authority |
| | | 0.72 | FY 2017-18 to FY 2020-2021 (Period: July 2017 to March 2021) | Appellate Authority |
| Income Tax Act, 1961 | Income Tax | 17.18 | FY 2015-16, FY 2017-18 and FY 2019-20 to 2020-21 | Commissioner of Income Tax (Appeals) |

* Net of amount deposited on account of dispute.

## Auditor's Report of the Standalone Financial Statements (contd.)

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures. The Company does not have any associate.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company. The Company does not have any associate.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) and hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.



Auditor's Report of the Standalone Financial Statements (contd.)

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in Note 54 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in Note 42.2 to the standalone financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in Note 42.2 to the standalone financial statements.

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOIB9309

Place of Signature: Kolkata
Dated: May 14, 2025

## Auditor's Report of the Standalone Financial Statements (contd.)

### Annexure "2" to the Independent Auditor's Report of even date on the Standalone Financial Statements of Berger Paints India Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Berger Paints India Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

**Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that,



## Auditor's Report of the Standalone Financial Statements (contd.)

in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOIB9309

Place of Signature: Kolkata
Dated: May 14, 2025

# Standalone Balance Sheet

As At March 31, 2025

₹ in Crores

| | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 2,378.50 | 2,259.66 |
| Capital work-in-progress | 5 | 76.95 | 128.72 |
| Intangible assets | 6(a) | 13.66 | 12.32 |
| Right-of-use assets | 47 | 580.59 | 610.29 |
| Intangible asset under development | 6(b) | 2.68 | 1.61 |
| Financial assets | | | |
| (a) Investments | 7 | 745.42 | 745.42 |
| (b) Trade receivables | 8 | 10.14 | 20.93 |
| (c) Loans | 9 | 35.53 | 32.50 |
| (d) Other financial assets | 10 | 98.44 | 96.06 |
| Income tax assets (net) | 11 | 39.79 | 36.21 |
| Other non-current assets | 12 | 61.01 | 14.07 |
| | | **4,042.71** | **3,957.79** |
| **Current assets** | | | |
| Inventories | 13 | 2,206.60 | 2,019.43 |
| Financial assets | | | |
| (a) Investments | 14 | 303.96 | 51.35 |
| (b) Trade receivables | 15 | 1,124.37 | 979.39 |
| (c) Cash and cash equivalents | 16 | 141.39 | 151.20 |
| (d) Bank balances other than (c) above | 17 | 224.46 | 183.04 |
| (e) Loans | 18 | 4.00 | 4.00 |
| (f) Other financial assets | 19 | 36.09 | 70.36 |
| Other current assets | 20 | 92.93 | 165.10 |
| | | **4,133.80** | **3,623.87** |
| **Total assets** | | **8,176.51** | **7,581.66** |
| **Equity and Liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 21 | 116.59 | 116.58 |
| Other equity | 22 | 5,564.47 | 4,888.66 |
| **Total Equity** | | **5,681.06** | **5,005.24** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| (a) Lease liabilities | 47 | 392.99 | 418.75 |
| (b) Other financial liabilities | 23 | 65.02 | 69.59 |
| Provisions | 24 | 5.01 | 4.64 |
| Deferred tax liabilities (net) | 25 | 38.96 | 37.06 |
| Other non- current liabilities | 26 | 7.71 | 10.11 |
| | | **509.69** | **540.15** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (a) Borrowings | 27 | 0.39 | 64.41 |
| (b) Lease liabilities | 47 | 99.11 | 96.16 |
| (c) Trade payables | | | |
| i) Total outstanding dues of micro enterprises and small enterprises | 28 | 73.48 | 56.07 |
| ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,495.86 | 1,511.12 |
| (d) Other financial liabilities | 29 | 111.07 | 106.26 |
| Other current liabilities | 30 | 113.86 | 123.30 |
| Provisions | 31 | 62.69 | 56.14 |
| Income tax liabilities (net) | 32 | 29.30 | 22.81 |
| | | **1,985.76** | **2,036.27** |
| **Total liabilities** | | **2,495.45** | **2,576.42** |
| **Total equity and liabilities** | | **8,176.51** | **7,581.66** |

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)



# Standalone Statement of Profit and Loss

For the year ended March 31, 2025

₹ in Crores

| | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 34 | 10,169.22 | 10,002.93 |
| Other income | 35 | 122.21 | 57.44 |
| **Total income** | | **10,291.43** | **10,060.37** |
| **Expenses** | | | |
| Cost of materials consumed | 36 | 5,252.79 | 5,019.55 |
| Purchases of stock-in-trade | 37 | 973.42 | 870.32 |
| (Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress | 38 | (137.62) | 113.44 |
| Employee benefits expense | 39 | 605.50 | 537.27 |
| Finance costs | 40 | 47.86 | 64.66 |
| Depreciation and amortisation expense | 41 | 317.75 | 296.99 |
| Other expenses | 42 | 1,800.99 | 1,790.68 |
| **Total expense** | | **8,860.69** | **8,692.91** |
| **Profit before tax** | | **1,430.74** | **1,367.46** |
| **Tax expense** | | | |
| Current tax | 25 | 351.41 | 340.96 |
| Deferred tax charge | 25 | 1.83 | 11.45 |
| **Total Tax Expense** | | **353.24** | **352.41** |
| **Profit for the year (I)** | | **1,077.50** | **1,015.05** |
| **Other comprehensive income/(loss):** | | | |
| Items that will not be reclassified to Statement of Profit or Loss in subsequent periods: | | | |
| Re-measurement gains/(loss) on defined benefit obligations | | 0.29 | 0.18 |
| Income tax effect thereof | | (0.07) | (0.04) |
| **Other comprehensive income/(loss) for the year (II)** | | **0.22** | **0.14** |
| **Total comprehensive income for the year (I + II)** | | **1,077.72** | **1,015.19** |
| **Earnings per Equity Share of Face Value of ₹1 each** | 43 | | |
| Basic (amount in ₹) | | 9.24 | 8.71 |
| Diluted (amount in ₹) | | 9.24 | 8.71 |

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)

# Standalone Statement of Changes in Equity

for the year ended March 31, 2025

## a. Equity Share Capital (Refer Note 21):

| Particulars | No. of shares | Amount (₹ In Crores) |
|---|---|---|
| Equity shares of ₹1 each issued, subscribed and fully paid | | |
| **As at April 1, 2023** | **97,14,22,485** | **97.14** |
| Add: Issue of Shares on exercise of Employee Stock Options (Note 46) | 89,067 | 0.01 |
| Add: Issue of Bonus Shares (Note 21) | 19,42,84,497 | 19.43 |
| **As at March 31, 2024** | **1,16,57,96,049** | **116.58** |
| Add: Issue of Shares on exercise of Employee Stock Options (Note 46) | 98,730 | 0.01 |
| **As at March 31, 2025** | **1,16,58,94,779** | **116.59** |

## b. Other equity (Refer Note 22):

For the year ended March 31, 2025 — ₹ in Crores

| Particulars | Reserves & Surplus | | | | | | |
|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital redemption reserve | Total Equity |
| **As at April 1, 2024 (A)** | **113.21** | **5.12** | **4,479.66** | **0.02** | **290.61** | **0.04** | **4,888.66** |
| Profit for the year | – | – | 1,077.50 | – | – | – | 1,077.50 |
| Other comprehensive income for the year (net of tax) | – | – | 0.22 | – | – | – | 0.22 |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,077.72** | **–** | **–** | **–** | **1,077.72** |
| Share based payments (Note 46) | – | 6.46 | – | – | – | – | 6.46 |
| Exercise of share options (Note 46) | 5.64 | (5.64) | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 46) | – | (0.34) | – | – | – | – | (0.34) |
| Dividends (Note 33) | – | – | (408.03) | – | – | – | (408.03) |
| **Total (C)** | **5.64** | **0.48** | **(408.03)** | **–** | **–** | **–** | **(401.91)** |
| **As at March 31, 2025 (A+B+C)** | **118.85** | **5.60** | **5,149.35** | **0.02** | **290.61** | **0.04** | **5,564.47** |



# Standalone Statement of Changes in Equity

for the year ended March 31, 2025

## b. Other equity (Refer Note 22) (contd.)

For the year ended March 31, 2024 — ₹ in Crores

| Particulars | Reserves & Surplus | | | | | | |
|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital redemption reserve | Total Equity |
| **As at April 1, 2023 (A)** | **127.47** | **4.58** | **3,775.33** | **0.02** | **290.61** | **0.04** | **4,198.05** |
| Profit for the year | – | – | 1,015.05 | – | – | – | 1,015.05 |
| Other comprehensive income for the year (net of tax) | – | – | 0.14 | – | – | – | 0.14 |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,015.19** | **–** | **–** | **–** | **1,015.19** |
| Share based payments (Note 46) | – | 6.04 | – | – | – | – | 6.04 |
| Exercise of share options (Note 46) | 5.17 | (5.17) | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 46) | – | (0.33) | – | – | – | – | (0.33) |
| Dividends (Note 33) | – | – | (310.86) | – | – | – | (310.86) |
| Bonus Shares (Note 21) | (19.43) | – | – | – | – | – | (19.43) |
| **Total (C)** | **(14.26)** | **0.54** | **(310.86)** | **–** | **–** | **–** | **(324.58)** |
| **As at March 31, 2024 (A+B+C)** | **113.21** | **5.12** | **4,479.66** | **0.02** | **290.61** | **0.04** | **4,888.66** |

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)

# Standalone Cash Flow Statement

For the year ended March 31, 2025

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **A. Cash flows from operating activities:** | | |
| **Profit before tax** | **1,430.74** | **1,367.46** |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation and amortisation expense | 317.75 | 296.99 |
| (Profit)/loss on sale/discard of Property, plant and equipment * | 1.55 | 0.00 |
| Share based payment to employees | 6.12 | 5.71 |
| Sundry balances written back | (3.45) | (5.11) |
| Gain on early termination of leases | (4.62) | (3.20) |
| Corporate guarantee income | (0.05) | (0.05) |
| Net foreign exchange differences (unrealised) | 1.59 | 0.41 |
| Impairment loss on trade receivables | 23.40 | 12.89 |
| Net gain on sale of mutual fund investments measured at Fair Value Through Profit or Loss (FVTPL) | (14.24) | (5.10) |
| Fair value gain on mutual fund investments measured at Fair Value Through Profit or Loss (FVTPL) | (2.25) | (0.22) |
| Dividend income | (53.90) | (2.06) |
| Finance costs | 47.86 | 64.66 |
| Interest income | (20.86) | (20.16) |
| **Operating profit before working capital changes** | **1,729.64** | **1,712.22** |
| Adjustments for: | | |
| Increase/(Decrease) in trade payables | 3.65 | (103.32) |
| Decrease in other financial liabilities | (0.16) | (7.36) |
| Increase/(Decrease) in other liabilities | (11.84) | 26.24 |
| Increase in provisions | 6.84 | 3.89 |
| Decrease in deposits and other financial assets | 13.97 | 13.15 |
| Decrease in other assets | 73.06 | 63.87 |
| Increase in trade receivables | (160.67) | (44.52) |
| (Increase)/Decrease in inventories | (187.17) | 126.67 |
| **Cash generated from operations** | **1,467.33** | **1,790.84** |
| Direct taxes paid (net of refunds) | (348.50) | (307.94) |
| **Net cash flows from operating activities (A)** | **1,118.83** | **1,482.90** |
| **B. Cash flows from investing activities:** | | |
| Purchase of property, plant and equipment and intangible assets (including capital work in progress and intangible assets under development) | (355.56) | (213.12) |
| Proceeds from sale of property, plant and equipment and intangible assets | 1.81 | 2.21 |
| Loan given to a subsidiary | (7.03) | (12.36) |
| Loan repaid by subsidiary | 4.00 | – |
| Proceeds from sale of current investments | 1,496.67 | 1,545.26 |
| Purchase of current investments | (1,732.79) | (1,565.16) |
| Proceeds from maturity of fixed deposits with banks | 237.53 | 112.84 |
| Investment in fixed deposits with banks | (260.46) | (178.69) |
| Dividend received | 53.90 | 2.06 |
| Interest received | 18.77 | 10.64 |
| **Net cash flows used in investing activities (B)** | **(543.16)** | **(296.32)** |
| **C. Cash flows from financing activities:** | | |
| Proceeds from issuance of equity share capital | 0.01 | 0.01 |
| Net movement in cash credit | (4.02) | 3.98 |
| Other short term borrowings taken | 650.05 | 6,407.04 |
| Repayment of other short term borrowings | (710.05) | (7,021.31) |
| Payment of lease liabilities - principal portion | (75.85) | (112.60) |
| Payment of lease liabilities - interest portion | (36.89) | (33.34) |
| Interest paid | (0.70) | (25.17) |
| Dividend paid | (408.03) | (310.86) |
| **Net cash flows used in financing activities (C)** | **(585.48)** | **(1,092.25)** |
| | | |
| **Net Increase/(decrease) in cash and cash equivalents [A+B+C]** | **(9.81)** | **94.33** |
| **Cash and cash equivalents as at the beginning of the year (Refer Note 16)** | **151.20** | **56.87** |
| **Cash and cash equivalents as at end of the year (Refer Note 16)** | **141.39** | **151.20** |
| **Components of cash and cash equivalents** | | |
| Balances with banks (Refer Note 16): | | |
| – On current accounts | 137.10 | 144.92 |
| – Deposits with original maturity of less than three months | 1.75 | 4.00 |
| Cheques/drafts on hand | 2.35 | 2.11 |
| Cash on hand | 0.19 | 0.17 |
| **Total cash and cash equivalents** | **141.39** | **151.20** |

* Refer Note 57.

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
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Managing Director & CEO
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**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)



# Notes to Standalone Financial Statements

As at and for the year ended March 31, 2025

## 1. Corporate Information

Berger Paints India Limited ('BPIL' or 'the Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on three recognised stock exchanges in India. The Company is engaged in the manufacturing and selling of paints. The Company caters primarily to domestic market. The registered office of the Company is located at Berger House, 129 Park Street, Kolkata-700 017.

These Standalone Financial Statements were approved for issue in accordance with a resolution passed by the Board of directors of the Company on May 14, 2025.

The financial statements once approved by the Board of Directors need to be adopted by the shareholders at the annual general meeting of the company.

## 2. Statement of Compliance and Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the financial statements.

These Standalone Financial Statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair values (refer accounting policy regarding financial instruments), equity settled ESOP at grant date fair value and the accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities. The Standalone Financial Statements are presented in INR and all values are rounded-off to the nearest crores with 2 decimal places (INR 00,00,000), except when otherwise indicated.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The standalone financial statements provide comparative information in respect of the previous period. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

## 3. Summary of Material Accounting Policies

### 3.1. Investment in subsidiaries and joint ventures

A subsidiary is an entity that is controlled by another entity.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Company's investments in its subsidiaries and joint ventures are accounted at cost less impairment.

**Impairment of investments**

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the Investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the Investment. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

## Notes to Standalone Financial Statements (contd.)

### 3.2. Current and Non-Current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to twelve months as its operating cycle.

### 3.3. Foreign Currencies

Items included in the Standalone Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Standalone Financial Statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates (i.e., INR) at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

### 3.4. Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.



Notes to Standalone Financial Statements (contd.)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Standalone Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations, if any.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

### 3.5. Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

## Notes to Standalone Financial Statements (contd.)

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract, excluding amounts collected on behalf of third parties.

**Sale of Goods**

Revenue from sale of goods is recognised on transfer of control in the goods to customers at a point of time by performance of obligation towards delivery. The normal credit term is 30 to 90 days upon delivery. The revenue is based on the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, rights to return or other contractual reductions. As the period between the date on which the Company transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are considered. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

The Company provides volume rebates to certain customers once the quantity of products purchased by the customers during the period exceeds a threshold specified in the contract. Generally, rebates are offset against the amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the expected value method.

Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS on constraining estimates of variable consideration to are also applied in order to determine the amount of variable consideration that can be included in the transaction price.

**Revenue from Combined Contracts**

Revenue from combined contracts is recognised in accordance with terms and condition of underlying contracts:

– at a point of time when such combined output is delivered to customers' satisfaction and the customers acknowledge their obligation to pay for such output

– over time by measuring progress towards satisfaction of performance obligation for the services rendered using output method based on milestones reached.

**Interest income**

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable.

**Dividend income**

Dividend income from investments is recognised when the right to receive payment has been established.

**Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in sections





"Financial instruments – initial recognition and measurement" and "Financial instruments- subsequent measurement". Refer note no. 3.21 below.

### 3.6. Government Grants

Government grants and subsidies are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant or subsidy relates to revenue and is related to the corresponding costs, it is recognised as income on a systematic basis in the Statement of Profit and Loss, under Other Operating Revenue over the periods necessary to match them with the related costs, which they are intended to compensate. When the grant or subsidy relates to an asset, it is deducted from the carrying amount of the asset. The grant is recognised in the Statement of Profit and Loss over the useful life of the depreciable asset by way of a reduced depreciation charge.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to Statement of Profit and Loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e., by equal annual instalments.

### 3.7. Taxes

Tax expense comprises current income tax expense and deferred tax.

**Current Income Tax**

Current income-tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**Deferred Tax**

Deferred tax is provided using the balance sheet approach, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the Standalone Financial Statements at the reporting date. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

## Notes to Standalone Financial Statements (contd.)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income (OCI) or directly in equity. In this case, the tax is also recognised in OCI or directly in equity, respectively.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.



Notes to Standalone Financial Statements (contd.)

**Goods and Service tax paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognised net of the amount of Goods and Service tax paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/non-current assets/ liabilities in the balance sheet.

### 3.8. Property, Plant and Equipment

Property, plant and equipment (PPE) are carried at cost of acquisition, on current cost basis less accumulated depreciation and accumulated impairment losses, if any. Cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note 44 regarding significant accounting judgements, estimates and assumptions and provisions for further information about the recorded decommissioning provision.

Subsequent expenditure would be recognized in the carrying amount of PPE when that cost/expense would meet the recognition criteria given in paragraph 7 of Ind AS 16 i.e., it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

Depreciation is provided on Straight line method over the useful lives of property, plant and equipment as estimated by management. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Pursuant to Notification of Schedule II of the Companies Act, 2013 depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of property, plant and equipment where applicable, prescribed under Schedule II to the Companies Act 2013 with the exception of the following items for which useful lives as estimated by management based on technical evaluation are different from those specified in aforesaid Schedule II.

- Plant and Machinery: 3 years to 21.05 years
- Electrical Installations: 10 years
- Motor Vehicles: 6.67 years
- Tinting Machines: Based on useful lives of 60 months
- No depreciation is provided on freehold land

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition

## Notes to Standalone Financial Statements (contd.)

of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company also considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values. Furthermore, the Company considers climate-related matters, including physical and transition risks. Specifically, the Company determines whether climate-related legislation and regulations might impact either the useful life or residual values.

### 3.8.1 Capital work in progress

Cost of assets not ready for intended use, at the balance sheet date, is shown as capital work in progress. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

### 3.9. Intangible Assets

Intangible Assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortised over their useful life ranging from 3 to 5 years. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### 3.10. Research and Development

Research is original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding. Expenditure incurred on research of an internal project is recognised as an expense in Statement of Profit and Loss, when it is incurred.



Notes to Standalone Financial Statements (contd.)

Development is the application of research findings or other knowledge to a plan or design for the production of new or substantially improved materials, devices, products, processes, systems or services before the start of commercial production or use. An intangible asset arising from development is recognised if, and only if, the following criteria are met:

(a) it is technically feasible to complete the intangible asset so that it will be available for use or sale.

(b) the Company intends to complete the intangible asset and use or sell it.

(c) the Company has ability to use or sell the intangible asset.

(d) the Company can demonstrate how the intangible asset will generate probable future economic benefits.

(e) the Company has adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

(f) the Company has ability to measure reliably the expenditure attributable to the intangible asset during its development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### 3.11. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use (known as Qualifying assets) or sale are capitalised as part of the cost of the asset. Borrowing Costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the borrowing costs. Discount on Commercial papers is amortised over the tenor of the underlying instrument. Borrowing Costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date the asset is ready for its intended use is added to the cost of the assets. Capitalisation of Borrowing Costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are expensed in the period they occur.

### 3.12. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## Notes to Standalone Financial Statements (contd.)

**i) Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land and Building: 2 years to 99 years

If ownership of the right-of-use asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 3.14 Impairment of non-financial assets.

**ii) Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Note 47.

**iii) Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of properties taken on rent (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to properties that are of low value based on certain thresholds. In making this assessment, the Company also factors below key aspects:

- The assessment is conducted on an absolute basis and is independent of the size, nature, or circumstances of the lessee.



Notes to Standalone Financial Statements (contd.)

- The assessment is based on the value of the asset when new, regardless of the asset's age at the time of the lease.
- The lessee can benefit from the use of the underlying asset either independently or in combination with other readily available resources, and the asset is not highly dependent on or interrelated with other assets.
- If the asset is subleased or expected to be subleased, the head lease does not qualify as a lease of a low-value asset.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

**As a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, i.e., asset given on lease, and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### 3.13. Inventories

Raw materials, stores and spares and packing materials are valued at lower of cost and estimated net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold are at or above cost.

Finished goods and Work-in-progress are stated at the lower of cost and estimated net realisable value. Cost of inventories constitutes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is recognised for damaged, defective or obsolete stocks where necessary. Cost of all inventories is determined using weighted average method of valuation.

### 3.14. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset (including goodwill) may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows

## Notes to Standalone Financial Statements (contd.)

that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount, These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts, as applicable.

### 3.15. Provisions and Contingencies

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The Company records a provision for decommissioning costs for its certain manufacturing facilities. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Statement of Profit and Loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.



Notes to Standalone Financial Statements (contd.)

The impact of climate-related matters on remediation of environmental damage is considered with determining the decommissioning liability on the manufacturing facility.

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

### 3.16. Employee Benefits

**Short-term Employee Benefits:**

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Employee Benefits Payable' within 'Other Financial Liabilities' in the Balance Sheet.

**Post-employment Benefits:**

**I. Defined Contribution Plan**

**a. Superannuation**

Contribution made to Superannuation Fund for certain employees are recognised in the Statement of Profit and Loss as and when services are rendered by employees. The Company has no liability for future Superannuation Fund benefits other than its contribution.

**b. Provident Fund**

Contributions in respect of Employees who are not covered by Company's Employees Provident Fund Trust are made to the Fund administered by the Regional Provident Fund Commissioner as per the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to Statement of Profit and Loss as and when services are rendered by employees. The Company has no obligation other than the contribution payable to the Regional Provident fund.

## Notes to Standalone Financial Statements (contd.)

**II. Defined Benefit Plan**

**a. Gratuity**

Every employee who has completed five years or more of service is entitled to Gratuity as per the provisions of The Payment of Gratuity Act, 1972. Retirement Gratuity for employees, is funded through a scheme of Life Insurance Corporation of India. The costs of providing benefits under this plan are determined on the basis of actuarial valuation using the projected unit credit method at each year-end. Actuarial gains/losses are immediately recognised in retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to Statement of Profit and Loss in subsequent periods. The excess / shortfall in the fair value of the plan assets over the present value of the obligation calculated as per actuarial methods as at balance sheet dates is recognised as a gain/loss in the Statement of Profit and Loss. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

**b. Provident Fund**

In respect of the employees covered by the Company's Employee Provident Fund Trust in Point I b above, contributions to the Company's Employees Provident Fund Trust (administered by the Company as per the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952) are made in accordance with the fund rules. The interest rate payable to the beneficiaries every year is being notified by the Government.

In the case of contribution to the Trust, the Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate and recognizes such obligation, if any, determined based on an actuarial valuation as at the balance sheet date, as an expense.

**III. Long Term Compensated Absences**

The Company treats accumulated leave to the extent such leave are carried forward as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

### 3.17. Employees Stock Option

Stock options are granted to the employees under the stock option scheme. The cost of stock options granted to the employees (equity-settled awards) of the Company is the difference between fair value of equity instruments granted and the price at which options may be exercised by concerned employees. For each stock option, the measurement of fair value is performed on the grant date. The grant date is the date on which the Company and the employees agree to the stock option scheme. The fair value so determined is revised only if the stock option scheme is modified in a manner that is beneficial to the employees.

Aforesaid cost of stock options is recognised, together with a corresponding increase in Employee Stock Options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting



Notes to Standalone Financial Statements (contd.)

date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The Statement of Profit and Loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

If the options vests in instalments (i.e., the options vest pro rata over the service period), then each instalment is treated as a separate share option grant because each instalment has a different vesting period.

### 3.18. Cash and Cash Equivalents

Cash and cash equivalent for the purpose of presentation in cash flow statement and in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value.

### 3.19. Forward Currency Contracts

The Company uses forward currency contracts to hedge its foreign currency risks. Such forward currency contracts are initially measured at fair value on the date on which a forward currency contract is entered into and are subsequently re-measured at fair value. Forward currency contracts are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of forward contracts are recognized in the Statement of Profit and Loss as they arise.

### 3.20. Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

### 3.21. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**A. Financial assets**

**i. Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. The Company has elected the practical expedient in Ind AS 115 about the

## Notes to Standalone Financial Statements (contd.)

existence of significant financing component and the disclosures pertaining to contracts with original expected duration of one year or less and contracts where revenue recognised corresponds to the value transferred to customer typically involving sales of products.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**ii. Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in below categories:

- Debt instruments at amortised cost
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss..

**Debt instruments at amortised cost other than derivative contracts**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This assessment is referred to as the Solely Payments of Principal and Interest (SPPI) test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets.' Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in Other Income in the Statement of Profit and Loss. The losses arising from



Notes to Standalone Financial Statements (contd.)

impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

**Equity investments**

All equity investments in scope of Ind-AS 109 are measured at fair value other than equity investments measured at deemed cost on first time adoption of Ind AS. Equity instruments which are held for trading are classified as at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at Fair Value Through Other Comprehensive Income (FVTOCI) or Fair Value Through Profit or Loss (FVTPL). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**iii. De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company's similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred substantially all the risks and rewards of the asset.

**iv. Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

a. All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

## Notes to Standalone Financial Statements (contd.)

b. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

**B. Financial liabilities**

**i. Initial recognition, measurement and presentation**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowing or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

**ii. Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include derivatives, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.



Notes to Standalone Financial Statements (contd.)

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities are designated upon initial recognition as at fair value through profit or loss only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

**Trade Payables**

Trade payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the lender for a loss it incurs because the specified borrower fails to make a payment when due in accordance with the terms of a loan agreement. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**Reclassification of Financial Assets and Liabilities:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a

## Notes to Standalone Financial Statements (contd.)

change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

| Original classification | Revised classification | Accounting treatment |
|---|---|---|
| Amortised cost | FVTPL | Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss. |
| FVTPL | Amortised Cost | Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount. |
| Amortised cost | FVTOCI | Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification. |
| FVTOCI | Amortised cost | Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost. |
| FVTPL | FVTOCI | Fair value at reclassification date becomes its new carrying amount. No other adjustment is required. |
| FVTOCI | FVTPL | Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss the reclassification date. |

**Offsetting of financial instruments**

Financial assets and financial liabilities are off-set and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**Equity vs. financial liability classification**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. The Company classifies a financial instrument issued by it as equity instrument only if below conditions are met:

- The instrument includes no contractual obligation to deliver cash or another financial asset to another entity. Nor it includes any obligation to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the issuer.



Notes to Standalone Financial Statements (contd.)

- If the instrument will, or may, be settled in the Company's own equity instruments, it is non-derivative instrument that includes no contractual obligation for the Company to deliver a variable number of its own equity instruments. If the instrument is derivative, then it should be settled only by the Company exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

All other instruments are classified as financial liability and accounted for using the accounting policy applicable to the Financial Liabilities.

### 3.22. Cash dividend to equity holders of the Company

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### 3.23. Operating Segments

The Business Process and Risk Management Committee of the Company approved by the Board of Directors and Audit Committee performs the function of allotment of resources and assessment of performance of the Company. Considering the level of activities performed, frequency of their meetings and level of finality of their decisions, the Company has identified that Chief Operating Decision Maker function is being performed by the Business Process and Risk Management Committee. The financial information presented to the Business Process and Risk Management Committee in the context of results and for the purposes of approving the annual operating plan is on a consolidated basis for various products of the Company. As the Company's business activity falls within a single business segment viz. 'Paints' and the sales substantially being in the domestic market, the Standalone financial statements are reflective of the information required by Ind AS 108 "Operating Segments".

### 3.24. Events after reporting date

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate financial statements. The Company will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

### 3.25. New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2024. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

## Notes to Standalone Financial Statements (contd.)

**(i) Ind AS 117 Insurance Contracts**

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 does not have material impact on the Company's separate financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

**(ii) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback**

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

**(iii) Amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates – Lack of exchangeability**

The Ministry of Corporate Affairs notified amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments does not have a material impact on the Company's financial statements.



## Notes to Standalone Financial Statements

for the year ended March 31, 2025

### Note 4. Property, Plant and Equipment

₹ in Crores

| Particulars | Freehold Land | Buildings # | Plant and Equipment ## | Furniture and Fixtures | Computer ## | Office Equipment | Vehicles | Total |
|---|---|---|---|---|---|---|---|---|
| **Gross Carrying Amount** | | | | | | | | |
| **As at April 1, 2023** | **12.03** | **1,064.12** | **1,875.07** | **42.10** | **58.50** | **30.50** | **14.89** | **3,097.21** |
| Additions | – | 19.49 | 142.25 | 6.41 | 7.09 | 5.62 | 4.83 | 185.69 |
| Disposals | – | (0.02) | (2.66) | (0.92) | (2.68) | (0.96) | (3.43) | (10.67) |
| **As at March 31, 2024** | **12.03** | **1,083.59** | **2,014.66** | **47.59** | **62.91** | **35.16** | **16.29** | **3,272.23** |
| Additions | - | 116.44 | 193.48 | 11.30 | 9.40 | 8.32 | 7.03 | 345.97 |
| Disposals | - | - | (3.74) | (3.59) | (19.34) | (1.47) | (3.74) | (31.88) |
| **As at March 31, 2025** | **12.03** | **1,200.03** | **2,204.40** | **55.30** | **52.97** | **42.01** | **19.58** | **3,586.32** |
| **Accumulated Depreciation** | | | | | | | | |
| **As at April 1, 2023** | **–** | **132.64** | **579.39** | **25.36** | **46.92** | **18.20** | **6.38** | **808.89** |
| Charge for the year | – | 46.45 | 150.08 | 3.41 | 6.31 | 3.53 | 2.37 | 212.15 |
| Disposals* | – | (0.00) | (2.02) | (0.72) | (2.54) | (0.79) | (2.40) | (8.47) |
| **As at March 31, 2024** | **–** | **179.09** | **727.45** | **28.05** | **50.69** | **20.94** | **6.35** | **1,012.57** |
| Charge for the year | – | 44.48 | 161.44 | 3.49 | 7.59 | 4.06 | 2.71 | 223.77 |
| Disposals* | – | – | (3.03) | (2.62) | (18.62) | (1.29) | (2.96) | (28.52) |
| **As at March 31, 2025** | **–** | **223.57** | **885.86** | **28.92** | **39.66** | **23.71** | **6.10** | **1,207.82** |
| **Net Carrying Amount** | | | | | | | | |
| **As at March 31, 2025** | **12.03** | **976.46** | **1,318.54** | **26.38** | **13.31** | **18.30** | **13.48** | **2,378.50** |
| As at March 31, 2024 | **12.03** | **904.50** | **1,287.21** | **19.54** | **12.22** | **14.22** | **9.94** | **2,259.66** |

# Includes building constructed on leasehold land

## (i) Includes following assets (together constituting color bank machine) given under operating lease arrangements to the dealers:

₹ in Crores

| Particulars | Plant and Equipment | Computer | Total |
|---|---|---|---|
| **Gross Carrying Amount** | | | |
| **As at April 1, 2023** | **350.22** | **17.97** | **368.19** |
| Additions | 87.45 | 1.43 | 88.88 |
| Disposals | (0.51) | – | (0.51) |
| **As at March 31, 2024** | **437.16** | **19.40** | **456.56** |
| Additions | 101.73 | 1.43 | 103.16 |
| Disposals* | (0.46) | (0.00) | (0.46) |
| **As at March 31, 2025** | **538.43** | **20.83** | **559.26** |
| **Accumulated Depreciation** | | | |
| **As at April 1, 2023** | **213.40** | **16.29** | **229.69** |
| Charge for the year | 52.36 | 1.58 | 53.94 |
| Disposals | (0.48) | – | (0.48) |
| **As at March 31, 2024** | **265.28** | **17.87** | **283.15** |
| Charge for the year | 61.86 | 1.50 | 63.36 |
| Disposals* | (0.43) | (0.00) | (0.43) |
| **As at March 31, 2025** | **326.71** | **19.37** | **346.08** |
| **Net Carrying Amount** | | | |
| **As at March 31, 2025** | **211.72** | **1.46** | **213.18** |
| As at March 31, 2024 | **171.88** | **1.53** | **173.41** |

* Refer Note 57

## Notes to Standalone Financial Statements (contd.)

(ii) Title deeds of immovable properties set out in Note 4 in the previous page, are in the name of the Company except those mentioned below which is transferred to and vested in the Company pursuant to the Schemes of Amalgamation in earlier years or cases where execution of title deed is pending.

₹ in Crores

| Assets | Number of Title deeds | Description of item of property | Gross Carrying Amount | | Net Carrying Amount | | Title Deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director | Property held since which date | Reason for not being held in the name of the company |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 | | | | |
| Property, plant and equip-ment | 1 | Freehold land at Rishra, West Bengal | 1.36 | 1.36 | 1.36 | 1.36 | Berger Auto & Industrial Coatings Limited | No | March 03, 2005 | Refer Note 1 below |
| Property, plant and equip-ment | 1 | Freehold land at Hindupur, Andhra Pradesh | 2.66 | 2.66 | 2.66 | 2.66 | Andhra Pradesh Industrial Infrastructure Corporation Limited | No | June 28, 2018 | Refer Note 2 below |

**Note:**

1. In terms of the order dated March 3, 2005 the Hon'ble High Court at Calcutta approved the Scheme of Amalgamation of Berger Auto & Industrial Coatings Limited with the Company wherein the particular freehold land was transferred to the Company.
2. The Company has received the allotment in its name and execution of title deed in respect of freehold land at Hindupur, Andhra Pradesh is under process.

## Note 5. Capital work in Progress

₹ in Crores

| Particulars | Building | Plant and Equipment | Other Assets | Total |
|---|---|---|---|---|
| **As at April 1, 2023** | **29.29** | **48.78** | **0.13** | **78.20** |
| Addition | 58.79 | 153.55 | 23.87 | 236.21 |
| Transferred to property, plant and equipment | (19.49) | (142.25) | (23.95) | (185.69) |
| **As at March 31, 2024** | **68.59** | **60.08** | **0.05** | **128.72** |
| Addition | 63.95 | 193.68 | 36.57 | 294.20 |
| Transferred to property, plant and equipment | (116.44) | (193.48) | (36.05) | (345.97) |
| **As at March 31, 2025** | **16.10** | **60.28** | **0.57** | **76.95** |

### (a) Capital work in progress (CWIP) Ageing Schedule

₹ in Crores

| Particulars | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Amount in CWIP for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 54.13 | 9.70 | 7.98 | 5.14 | 76.95 |

₹ in Crores

| Particulars | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Amount in CWIP for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 100.24 | 23.22 | 3.52 | 1.74 | 128.72 |

There are no projects as on each reporting period where activity have been suspended.





## Note 5. Capital work in Progress (contd.)

### (b) CWIP whose completion is overdue or has exceeded its cost as compared to its original plan as at March 31, 2025 is as below:

₹ in Crores

| Projects in Progress | To be completed in | | | |
|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| ZNO Project | – | 2.69 | – | – |
| New 10 T Alkyd Resin Reactor | – | 1.16 | – | – |
| WMS Project | 0.27 | – | – | – |
| Zld Plant | 1.33 | – | – | – |
| Emulsion Plant | 0.19 | – | – | – |
| CED Acrylic Project | – | 2.17 | – | – |
| Mixing tank | – | 0.19 | – | – |
| Electrical Panel Room | 0.65 | – | – | – |
| Fire Hydrant | 0.37 | – | – | – |

CWIP whose completion is overdue or has exceeded its cost as compared to its original plan as at March 31, 2024 is as below:

₹ in Crores

| Projects in Progress | To be completed in | | | |
|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| ZNO Project | – | 2.69 | – | – |
| New 10 T Alkyd Resin Reactor | – | 1.16 | – | – |
| CED Alkyd Tank | – | 1.06 | – | – |
| Warehouse Management System Project | – | 0.27 | – | – |
| Emulsion Plant | 0.22 | – | – | – |
| Mixing tank | – | 0.19 | – | – |

## Note 6. (a) Intangible assets

₹ in Crores

| Particulars | Computer Software | Total |
|---|---|---|
| **Gross Carrying Amount** | | |
| **As at April 1, 2023** | **33.44** | **33.44** |
| Additions | 5.62 | 5.62 |
| Disposals | (0.01) | (0.01) |
| **As at March 31, 2024** | **39.05** | **39.05** |
| Additions | 6.49 | 6.49 |
| Disposals | (13.69) | (13.69) |
| **As at March 31, 2025** | **31.85** | **31.85** |
| **Accumulated Amortisation** | | |
| **As at April 1, 2023** | **22.39** | **22.39** |
| Charge for the year | 4.35 | 4.35 |
| Disposals | (0.01) | (0.01) |
| **As at March 31, 2024** | **26.73** | **26.73** |
| Charge for the year | 5.15 | 5.15 |
| Disposals | (13.69) | (13.69) |
| **As at March 31, 2025** | **18.19** | **18.19** |
| **Net Carrying Amount** | | |
| **As at March 31, 2025** | **13.66** | **13.66** |
| **As at March 31, 2024** | **12.32** | **12.32** |

## Notes to Standalone Financial Statements (contd.)

### Note 6. (b) Intangible assets under development

₹ in Crores

| Particulars | Computer Software |
|---|---|
| **As at April 1, 2023** | **0.35** |
| Addition | 6.88 |
| Transferred to Intangible Assets | (5.62) |
| **As at March 31, 2024** | **1.61** |
| Addition | 7.56 |
| Transferred to Intangible Assets | (6.49) |
| **As at March 31, 2025** | **2.68** |

### Intangible asset under development ageing schedule:

₹ in Crores

| Particulars | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Amount in Intangible asset under development for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 2.09 | 0.59 | – | – | 2.68 |

₹ in Crores

| Particulars | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Amount in Intangible asset under development for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 1.61 | – | – | – | 1.61 |

There are no projects as on current reporting period where activity has been suspended. Also there are no projects as on current reporting period which has exceeded cost as compared to its original plan or where completion is overdue.

### Note 7. Non-current financial assets - Investments

| Particulars | Nominal Value per unit | Currency | Number of shares | | Amount (₹ in Crores) | |
|---|---|---|---|---|---|---|
| | | | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| **Investment in equity shares of subsidiaries and joint ventures (at cost) [refer note (i) for information related to subsidiaries and joint ventures]:** | | | | | | |
| Equity Shares - Unquoted (Fully Paid) | | | | | | |
| **Investment in Subsidiaries** | | | | | | |
| Beepee Coatings Private Limited | 10.00 | INR | 25,00,000 | 25,00,000 | 2.50 | 2.50 |
| Berger Jenson & Nicholson (Nepal) Private Limited | 100.00 | NEPALESE RUPEE | 3,45,421 | 3,45,421 | 4.46 | 4.46 |
| Berger Paints (Cyprus) Limited | | | | | | |
| Gross Investment | 1.71 | EURO | 80,72,220 | 80,72,220 | 101.11 | 101.11 |
| Less: Impairment loss recognised till date [Refer note 44(vii)] | | | | | (71.40) | (71.40) |
| Net carrying amount of investment | | | | | 29.71 | 29.71 |
| Lusako Trading Limited | 1.71 | EURO | 2,40,47,918 | 2,40,47,918 | 337.24 | 337.24 |
| SBL Specialty Coatings Private Limited | 10.00 | INR | 29,60,000 | 29,60,000 | 83.18 | 83.18 |
| Berger Hesse Wood Coatings Private Limited | 1.00 | INR | 1,03,03,580 | 1,03,03,580 | 1.50 | 1.50 |
| Berger Rock Paints Private Limited | 1.00 | INR | 4,08,00,000 | 4,08,00,000 | 4.08 | 4.08 |
| STP Limited | 10.00 | INR | 1,88,63,180 | 1,88,63,180 | 125.20 | 125.20 |





### Note 7. Non-current financial assets - Investments (contd.)

| Particulars | Nominal Value per unit | Currency | Number of shares | | Amount (₹ in Crores) | |
|---|---|---|---|---|---|---|
| | | | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| **Investment in Joint Ventures** | | | | | | |
| Berger Becker Coatings Private Limited | 100.00 | INR | 2,70,850 | 2,70,850 | 2.71 | 2.71 |
| Berger Nippon Paint Automotive Coatings Private Limited | 1,000.00 | INR | 15,48,398 | 15,48,398 | 154.84 | 154.84 |
| **Total** | | | | | **745.42** | **745.42** |
| **Aggregate book value of Unquoted Investments** | | | | | **745.42** | **745.42** |
| **Aggregate amount of impairment in value of Investments** | | | | | **71.40** | **71.40** |

### Note 7.i. Information related to subsidiaries and joint ventures:

| Name of Company | Country of Incorporation/ Place of business | % voting power as at March 31, 2025 | % voting power as at March 31, 2024 |
|---|---|---|---|
| **Direct subsidiaries** | | | |
| Berger Jenson & Nicholson (Nepal) Private Limited | Nepal | 100% | 100% |
| Beepee Coatings Private Limited | India | 100% | 100% |
| Berger Paints (Cyprus) Limited | Cyprus | 100% | 100% |
| Lusako Trading Limited | Cyprus | 100% | 100% |
| SBL Specialty Coatings Private Limited | India | 100% | 100% |
| Berger Hesse Wood Coatings Private Limited | India | 51% | 51% |
| Berger Rock Paints Private Limited | India | 51% | 51% |
| STP Limited | India | 95.53% | 95.53% |
| **Indirect subsidiaries** | | | |
| Berger Paints Overseas Limited [100% Subsidiary of Berger Paints (Cyprus) Limited ] | Russia | 100% | 100% |
| Bolix S.A. (100% Subsidiary of Lusako Trading Limited) | Poland | 100% | 100% |
| Build-Trade sp. z.o.o (100% Subsidiary of Bolix S.A.) | Poland | 100% | 100% |
| Bolix UKRAINE sp. z.o.o. (100% Subsidiary of Bolix S.A.) | Ukraine | 100% | 100% |
| Soltherm External Insulations Limited (100% Subsidiary of Bolix S.A.) | United Kingdom | 100% | 100% |
| Soltherm Isolations Thermique Exterieure SAS (Ltd.) (100% Subsidiary of Bolix S.A.) | France | 100% | 100% |
| Surefire Management Services Ltd. (step-down subsidiary w.e.f. April 23, 2024)* | United Kingdom | 100% | 75% |
| **Joint Ventures** | | | |
| Berger Becker Coatings Private Limited | India | 48.98% | 48.98% |
| Berger Nippon Paint Automotive Coatings Private Limited | India | 49.00% | 49.00% |

*In April 2024, Bolix S.A, a step-down subsidiary of the Company had invested an additional sum of ₹8.62 crores in its joint venture company Surefire Management Services Limited (SMSL) to acquire the balance 25% stake, thereby converting it into a 100% wholly owned subsidiary.

## Notes to Standalone Financial Statements (contd.)

### Note 8. Non-Current financial assets-Trade receivables

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Unsecured | | |
| Considered good | 10.14 | 20.93 |
| Credit impaired | 16.90 | 8.90 |
| Less: Allowance for credit impaired trade receivable | (16.90) | (8.90) |
| **Total** | **10.14** | **20.93** |

(i) Trade receivables are non-interest bearing and generally have credit period between 30 to 90 days.
(ii) Refer Note 52 for movement in expected credit allowance on trade receivables.
(iii) There are no disputed trade receivables.
(iv) Non-current classification is basis the agreed terms with customers.

#### Trade receivables Ageing Schedule

₹ in Crores

| Particulars | Not due | Outstanding as on March 31, 2025 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 10.14 | – | – | – | – | – | 10.14 |
| Credit impaired | 2.23 | – | – | – | 2.63 | 12.04 | 16.90 |

₹ in Crores

| Particulars | Not due | Outstanding as on March 31, 2024 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 15.16 | – | – | 2.63 | 3.14 | – | 20.93 |
| Credit impaired | – | – | – | – | 5.07 | 3.83 | 8.90 |

(i) There are no unbilled dues as on each reporting date.

### Note 9. Non-current Financial assets - Loans

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Loan to a subsidiary (Refer Note 49b) | 35.53 | 32.50 |
| **Total** | **35.53** | **32.50** |





### Note 9. Non-current Financial assets - Loans (contd.)

**Disclosure required under Sec 186(4) of the Companies Act 2013**
**Details of loans and advances given to related parties are as follows:**

₹ in Crores

| Related party | As at March 31, 2025 | | As at March 31, 2024 | | Repayment Terms |
|---|---|---|---|---|---|
| | Non-Current | Current | Non-Current | Current | |
| Beepee Coatings Private Limited | 35.53 | 4.00 | 32.50 | 4.00 | Loan of ₹12 crores granted at an interest rate of 5.85% per annum for a period of 5 years. The borrower will repay the loan in semi-annual equal instalments commencing from the end of 2.5 years with an initial moratorium of 2 years.<br>Loan of ₹24.50 crores granted at an interest rate of 8.00% per annum for a period of 10 years. The borrower will repay the loan in equal annual instalments commencing from the end of 3rd year with an initial moratorium of 2 years.<br>The borrower shall pay the accrued interest on the above loans on a quarterly basis on the outstanding value of the loan. |

The above loan is unsecured and utilised by the subsidiary for its business activities.

### Note 10. Non-current financial assets - Other financial assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Security deposits* @ | 25.01 | 21.73 |
| Bank Deposits with remaining maturity of more than twelve months** | 0.42 | 0.39 |
| Subsidy receivable @@ | 73.01 | 73.94 |
| **Total** | **98.44** | **96.06** |

*Refer Note 49b for security deposits given to related parties.
**Includes deposits pledged against Bank Guarantees.
@ Security Deposits include deposits on account of rent and electricity.
@@ The Company has subsidy receivable under various Incentive Schemes/Packages of State Government and Government of India applicable to eligible units. The same is expected to be received beyond operating cycle. There are no unfulfilled conditions or contingencies attached to these grants.

### Note 11. Income Tax assets (net)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance payment of income tax [Net of provision for tax of ₹1896.97 crores (March 31, 2024 - ₹1,623.25 crores)] | 39.79 | 36.21 |
| **Total** | **39.79** | **36.21** |

### Note 12. Other non-current assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Capital advances | 55.02 | 7.19 |
| Prepayments | 0.03 | 0.05 |
| Balances with statutory/government authorities # | 5.96 | 6.83 |
| **Total** | **61.01** | **14.07** |

# Includes payments made to various Government Authorities under protest relating to certain indirect tax matters/demand of lease rentals.

## Notes to Standalone Financial Statements (contd.)

### Note 13. Inventories

(at lower of cost and net realisable value)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Raw materials [Including in-transit ₹67.86 crores (March 31, 2024 - ₹94.38 crores)] | 664.57 | 621.16 |
| Packing materials | 43.61 | 38.19 |
| Work in progress | 145.14 | 134.37 |
| Finished goods | 1,220.63 | 1,078.51 |
| Stock-in-trade | 110.27 | 125.54 |
| Stores and Spares | 22.38 | 21.66 |
| **Total** | **2,206.60** | **2,019.43** |

The Company has recognised income/ (expenses) of ₹ (3.37) crores [March 31, 2024- ₹9.35 crores] (net of reversal) in respect of write down of inventory to net realisable value, slow moving, damaged and obsolete items.
Also refer Note 27 for information on inventories pledged as security.

### Note 14. Current financial assets - Investments

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At fair value through profit or loss (FVTPL):** | | |
| Investments in Mutual Funds - Unquoted | 303.96 | 51.35 |
| **Aggregate amount of Unquoted Investments** | **303.96** | **51.35** |

Refer Note 51 for determination of fair value.

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Units (In nos.) | Amount (₹ in Crores) | Units (In nos.) | Amount (₹ in Crores) |
| **At fair value through profit or loss (FVTPL):** | | | | |
| Investments in Mutual Funds - Unquoted | | | | |
| HDFC Money Market Fund - Direct Plan - Growth Option | 88,641.81 | 50.67 | – | – |
| Aditya Birla Sun Life Money Manager Fund - Growth - Direct Plan | 13,50,184.31 | 49.64 | 5,95,238.19 | 20.29 |
| Tata Money Market Fund Direct Plan - Growth | 98,143.83 | 46.29 | 22,951.37 | 10.02 |
| ICICI Prudential Money Market Fund - Direct Plan - Growth | 11,84,876.60 | 44.63 | – | – |
| Nippon India Low Duration Fund- Direct Growth Plan | 1,05,152.56 | 40.86 | – | – |
| Kotak Low Duration Fund- Direct- Growth | 71,188.06 | 25.39 | – | – |
| Kotak Money Market Fund - Direct Plan - Growth | 38,698.84 | 17.20 | – | – |
| Axis Treasury Advantage Fund - Direct Growth | 47,633.60 | 15.12 | – | – |
| SBI Savings Fund - Direct Plan - Growth | 32,42,741.62 | 14.14 | – | – |
| Kotak Liquid Fund - Direct Plan - Growth | – | – | 30,784.05 | 15.02 |
| Tata Liquid Fund Direct Plan - Growth | – | – | 15,766.33 | 6.01 |
| Franklin India Short Term Income Plan - Retail Plan - Direct Plan - Growth | 18.52 | 0.01 | 18.52 | 0.01 |
| **Aggregate amount of Unquoted Investments** | | **303.95** | | **51.35** |



Notes to Standalone Financial Statements (contd.)

### Note 15. Current financial assets-Trade receivables

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Unsecured | | |
| Considered good # | 1,124.37 | 979.39 |
| Credit impaired | 32.10 | 25.60 |
| Less: Allowance for credit impaired trade receivables | (32.10) | (25.60) |
| **Total** | **1,124.37** | **979.39** |

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **# Includes debts due from related parties** | | |
| Berger Jenson & Nicholson (Nepal) Private Limited | 5.92 | 1.82 |
| Berger Becker Coatings Private Limited | 3.59 | 7.16 |
| Berger Nippon Paint Automotive Coatings Private Ltd. | 18.80 | 21.49 |
| Berger Paints Overseas Limited | 0.11 | 0.24 |
| Berger Rock Paints Private Limited | 9.40 | 10.69 |
| Berger Hesse Wood Coatings Private Limited | 1.36 | 1.01 |
| Berger Paints (Bangladesh) Limited | 0.07 | 0.02 |
| Shalimar Tar Products Limited | 0.02 | 0.01 |
| Bolix S.A | 0.01 | 0.11 |

(i) Trade receivables are non-interest bearing and generally have credit period between 30 to 90 days.
(ii) For terms and conditions relating to related party receivables, refer Note 49.
(iii) Refer Note 52 for movement in expected credit loss allowance on trade receivables.

#### Trade Receivables Ageing Schedule

₹ in Crores

| Particulars | Current but not due | Outstanding as on March 31, 2025 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 897.19 | 178.29 | 19.56 | 12.88 | 8.83 | 7.62 | 1,124.37 |
| Credit impaired | 1.64 | 2.26 | 2.62 | 6.42 | 5.79 | 2.08 | 20.81 |
| **Disputed Trade Receivables** | | | | | | | |
| Credit impaired | 0.50 | 0.50 | 2.70 | 3.30 | 3.20 | 1.09 | 11.29 |

₹ in Crores

| Particulars | Current but not due | Outstanding as on March 31, 2024 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 789.05 | 150.89 | 19.96 | 13.34 | 2.53 | 3.62 | 979.39 |
| Credit impaired | 1.47 | 1.81 | 1.51 | 8.11 | 4.32 | 1.75 | 18.97 |
| **Disputed Trade Receivables** | | | | | | | |
| Credit impaired | 0.45 | 0.09 | 1.33 | 2.83 | 1.36 | 0.57 | 6.63 |

Note: There are no unbilled dues as on each reporting date.

## Notes to Standalone Financial Statements (contd.)

### Note 16. Current Financial assets - Cash and Cash Equivalents

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Balances with banks: | | |
| – On current accounts | 137.10 | 144.92 |
| – Deposits with original maturity of less than three months # | 1.75 | 4.00 |
| Cheques/drafts on hand | 2.35 | 2.11 |
| Cash on hand | 0.19 | 0.17 |
| **Total** | **141.39** | **151.20** |

# Deposits made for period upto three months, depending on the immediate cash requirements of the Company, and it earns interest in the range of 1.75% to 5.50% p.a (March 31, 2024 - 1.75 % to 5.50% p.a).

### Note 17. Current Financial Assets - Other bank balances

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Other bank balances: | | |
| – Balance in Unpaid Dividend Account @^ | 4.31 | 4.35 |
| – Deposits with maturity of not less than three months but not more than twelve months ## | 220.15 | 178.69 |
| **Total** | **224.46** | **183.04** |

@ Earmarked for payment of Unclaimed Dividend.

^ There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company except for the following instance:

| Period to which the amount relates & reason | Amount (₹ in Crores) | Due Date | Date of Payment |
|---|---|---|---|
| FY 2016-17 (on account of integration of bank portal with MCA) | 1.37 | 08-10-2024 | 21-11-2024 |

## Deposits with Banks earn interest @ 7.40% to 7.65% p.a (March 31, 2024- 7.25% to 7.95% p.a) and are made for periods between three to twelve months (March 31, 2024 - periods varying between three to twelve months).

### Note 18. Current Financial Assets - Loans

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Loan to a subsidiary (Refer Notes 9 and 49b) | 4.00 | 4.00 |
| **Total** | **4.00** | **4.00** |



Notes to Standalone Financial Statements (contd.)

### Note 19. Current Financial Assets - Other financial assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Security deposits* @ | 3.99 | 4.92 |
| Deposits with remaining maturity of more than twelve months ## | 5.28 | 23.85 |
| Interest accrued on deposits | 6.74 | 6.92 |
| Subsidy receivable # | 15.42 | 32.48 |
| Other receivables ** | 4.66 | 2.19 |
| **Total** | **36.09** | **70.36** |

*Refer Note 49b for security deposits given to related parties.

## Deposits with Banks earn interest @7.20% p.a (March 31, 2024 - 5.25% to 7.30% p.a) and are made for periods of more than twelve months.

@ Security deposits include deposits on account of rent, tender and combined contracts.

# The Company has subsidy receivable under various Incentive Schemes/Packages of State Government and Government of India applicable to eligible units. There are no unfulfilled conditions or contingencies attached to these grants.

** Includes receivable from following related parties (Refer Note 49b):

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Berger Paints (Bangladesh) Limited | 0.29 | 0.29 |
| Berger Jenson & Nicholson (Nepal) Private Limited | 3.90 | 1.48 |
| Berger Rock Paints Private Limited | 0.15 | 0.18 |
| **Total** | **4.34** | **1.95** |

### Note 20. Other current assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advances other than capital advances | 15.85 | 14.52 |
| Prepayments | 17.85 | 18.51 |
| Balances with statutory/government authorities * | 59.23 | 132.07 |
| **Total** | **92.93** | **165.10** |

* Includes balance of goods and service tax.

### Note 21. Equity Share Capital

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 1,20,00,00,000 Equity Shares of ₹1 each (March 31, 2024: 1,20,00,00,000 Equity Shares of ₹1 each) | 120.00 | 120.00 |
| **Issued Share Capital** | | |
| 1,16,59,86,259 Equity Shares of ₹1 each fully paid up (March 31, 2024: 1,16,58,87,529 Equity Shares of ₹1 each fully paid up) | 116.60 | 116.59 |
| **Subscribed and Paid-up Share Capital** | | |
| 1,16,58,94,779 Equity Shares of ₹1 each fully paid up (March 31, 2024:1,16,57,96,049 Equity Shares of ₹1 each fully paid up) | 116.59 | 116.58 |

## Notes to Standalone Financial Statements (contd.)

### Note 21. Equity Share Capital (contd.)

**a) The reconciliation of share capital is given below:**

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | ₹ in Crores | No. of Shares | ₹ in Crores |
| At the beginning of the year | 1,16,57,96,049 | 116.58 | 97,14,22,485 | 97.14 |
| Add: Shares issued on exercise of Employee Stock Options (Refer Note 46) | 98,730 | 0.01 | 89,067 | 0.01 |
| Add: Bonus Shares issued (Refer Note c below) | – | – | 19,42,84,497 | 19.43 |
| **At the end of the year** | **1,16,58,94,779** | **116.59** | **1,16,57,96,049** | **116.58** |

**b) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹1 each. Holder of each equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) Bonus Shares issued during the previous financial year**

On September 25, 2023, the Company had allotted 19,42,84,497 bonus shares of Rupee one each (fully paid up) in the proportion of 1 bonus share for every 5 fully paid up equity shares to eligible shareholders whose names appeared in the Register of Members as on September 23, 2023, being the record date fixed for this purpose, in accordance with approval received from the Members by way of postal ballot, result of which was declared on September 08, 2023. The said bonus shares rank pari passu in all respects with the existing equity shares of the Company, including dividend. As a result of the bonus issue, the paid-up capital of the Company increased to ₹116.57 crores from ₹97.14 crores. The paid-up capital on account of bonus issue of ₹19.43 crores has been appropriated from securities premium.

Equity shares allotted as fully paid-up bonus shares during the period of five years immediately preceding the balance sheet date.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | No. of Shares | No. of Shares |
| Bonus Shares issued in FY 2023-24 | – | 19,42,84,497 |

**d) Equity shares held by the holding company and/or the subsidiaries/associates of holding company**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| U K Paints (India) Private Limited (Ultimate Holding Company) | 58,40,35,478 | 58,40,35,478 |
| Jenson & Nicholson (Asia) Limited (Fellow Subsidiary) | 16,87,88,138 | 16,87,88,138 |
| Citland Commercial Credits Limited (Fellow Subsidiary) | 3,70,98,790 | 3,70,98,790 |
| Wang Investment & Finance Pvt. Ltd. (Fellow Subsidiary) | 3,59,82,696 | 3,59,82,696 |
| Bigg Investment & Finance Pvt. Ltd. (Fellow Subsidiary) | 95,42,904 | 95,42,904 |



Notes to Standalone Financial Statements (contd.)

### Note 21. Equity Share Capital (contd.)

**e) Details of shareholders holding more than 5 percent of equity shares in the Company**

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | % holding | No. of Shares | % holding |
| U K Paints (India) Private Limited (Ultimate Holding Company) | 58,40,35,478 | 50.09% | 58,40,35,478 | 50.10% |
| Jenson & Nicholson (Asia) Limited (Fellow Subsidiary) | 16,87,88,138 | 14.48% | 16,87,88,138 | 14.48% |

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares as declared under the relevant provisions of the Companies Act, 2013.

**f) Shares reserved for issue under Employee Stock Options:**

For movement of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Company, refer Note 46.

**g)** The Company has not issued any shares pursuant to any contract without payment being received in cash. The Company has not bought back any shares.

**h) Details of shares held by promoters**

**Equity shares of ₹1 each fully paid up**

| Promoter Name | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | No. of shares at the beginning of the year | Change during the year | No. of shares at the end of the year | % of total shares | % change during the year |
| Anshana Sawhney | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| Bigg Investments & Finance Private Limited | 95,42,904 | – | 95,42,904 | 0.82 | 0.00 |
| Citland Commercial Credits Limited | 3,70,98,790 | – | 3,70,98,790 | 3.18 | 0.00 |
| Dipti Dhingra | 1,58,054 | – | 1,58,054 | 0.01 | 0.00 |
| Gurbachan Singh Dhingra | 53,38,665 | – | 53,38,665 | 0.46 | 0.00 |
| GBS Dhingra Family Trust | 70,94,019 | – | 70,94,019 | 0.61 | 0.00 |
| Jenson & Nicholson (Asia) Limited | 16,87,88,138 | – | 16,87,88,138 | 14.48 | 0.00 |
| Jessima Kumar | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| Kanwardip Singh Dhingra | 8,40,000 | – | 8,40,000 | 0.07 | 0.00 |
| Kuldip Singh Dhingra | 66,18,085 | – | 66,18,085 | 0.57 | 0.00 |
| KSD Family Trust | 99,74,568 | – | 99,74,568 | 0.86 | 0.00 |
| Meeta Dhingra | 11,99,998 | – | 11,99,998 | 0.10 | 0.00 |
| Rishma Kaur | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| Sunaina Kohli | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| U K Paints (India) Private Limited | 58,40,35,478 | – | 58,40,35,478 | 50.09 | 0.00 |
| Vinu Dhingra | 46,78,041 | – | 46,78,041 | 0.40 | 0.00 |
| Wang Investment & Finance Private Limited | 3,59,82,696 | – | 3,59,82,696 | 3.09 | 0.00 |
| **Total** | **87,42,29,436** | **–** | **87,42,29,436** | **74.98** | |

## Notes to Standalone Financial Statements (contd.)

### Note 21. Equity Share Capital (contd.)

**Equity shares of ₹1 each fully paid up**

| Promoter Name | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | No. of shares at the beginning of the year | Change during the year (Refer Note c above) | No. of shares at the end of the year | % of total shares | % change during the year |
| Anshana Sawhney | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| Bigg Investments & Finance Private Limited | 79,52,420 | 15,90,484 | 95,42,904 | 0.82 | 20.00 |
| Citland Commercial Credits Limited | 3,09,15,659 | 61,83,131 | 3,70,98,790 | 3.18 | 20.00 |
| Dipti Dhingra | 1,31,712 | 26,342 | 1,58,054 | 0.01 | 20.00 |
| Gurbachan Singh Dhingra | 44,48,888 | 8,89,777 | 53,38,665 | 0.46 | 20.00 |
| GBS Dhingra Family Trust | 59,11,683 | 11,82,336 | 70,94,019 | 0.61 | 20.00 |
| Jenson & Nicholson (Asia) Limited | 14,06,56,782 | 2,81,31,356 | 16,87,88,138 | 14.48 | 20.00 |
| Jessima Kumar | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| Kanwardip Singh Dhingra | 7,00,000 | 1,40,000 | 8,40,000 | 0.07 | 20.00 |
| Kuldip Singh Dhingra | 55,15,071 | 11,03,014 | 66,18,085 | 0.57 | 20.00 |
| KSD Family Trust | 83,12,140 | 16,62,428 | 99,74,568 | 0.86 | 20.00 |
| Meeta Dhingra | 9,99,999 | 1,99,999 | 11,99,998 | 0.10 | 20.00 |
| Rishma Kaur | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| Sunaina Kohli | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| U K Paints (India) Private Limited | 48,66,65,399 | 9,73,70,079 | 58,40,35,478 | 50.10 | 20.01 |
| Vinu Dhingra | 38,98,368 | 7,79,673 | 46,78,041 | 0.40 | 20.00 |
| Wang Investment & Finance Private Limited | 2,99,85,580 | 59,97,116 | 3,59,82,696 | 3.09 | 20.00 |
| **Total** | **72,84,93,701** | **14,57,35,735** | **87,42,29,436** | **74.99** | |

### Note 22. Other equity

**For the year ended March 31, 2025**

₹ in Crores

| Particulars | Reserves & Surplus | | | | | | Total Equity |
|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital redemption reserve | |
| **As at April 1, 2024 (A)** | **113.21** | **5.12** | **4,479.66** | **0.02** | **290.61** | **0.04** | **4,888.66** |
| Profit for the year | – | – | 1,077.50 | – | – | – | 1,077.50 |
| Other comprehensive income for the year (net of tax) | – | – | 0.22 | – | – | – | 0.22 |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,077.72** | **–** | **–** | **–** | **1,077.72** |
| Share based payments (Note 46) | – | 6.46 | – | – | – | – | 6.46 |
| Exercise of share options (Note 46) | 5.64 | (5.64) | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 46) | – | (0.34) | – | – | – | – | (0.34) |
| Dividends (Note 33) | – | – | (408.03) | – | – | – | (408.03) |
| Bonus Shares (Note 21) | – | – | – | – | – | – | – |
| **Total ( C)** | **5.64** | **0.48** | **(408.03)** | **–** | **–** | **–** | **(401.91)** |
| **As at March 31, 2025 (A+B+C)** | **118.85** | **5.60** | **5,149.35** | **0.02** | **290.61** | **0.04** | **5,564.47** |



Notes to Standalone Financial Statements (contd.)

### Note 22. Other equity (contd.)

**For the year ended March 31, 2024**

₹ in Crores

| Particulars | Reserves & Surplus | | | | | | Total Equity |
|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital redemption reserve | |
| **As at April 1, 2023 (A)** | **127.47** | **4.58** | **3,775.33** | **0.02** | **290.61** | **0.04** | **4,198.05** |
| Profit for the year | – | – | 1,015.05 | – | – | – | 1,015.05 |
| Other comprehensive income for the year (net of tax) | – | – | 0.14 | – | – | – | 0.14 |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,015.19** | **–** | **–** | **–** | **1,015.19** |
| Share based payments (Note 46) | – | 6.04 | – | – | – | – | 6.04 |
| Exercise of share options (Note 46) | 5.17 | (5.17) | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 46) | – | (0.33) | – | – | – | – | (0.33) |
| Dividends (Note 33) | – | – | (310.86) | – | – | - | (310.86) |
| Bonus Shares (Note 21) | (19.43) | – | – | – | – | – | (19.43) |
| **Total ( C)** | **(14.26)** | **0.54** | **(310.86)** | **–** | **–** | **–** | **(324.58)** |
| **As at March 31, 2024 (A+B+C)** | **113.21** | **5.12** | **4,479.66** | **0.02** | **290.61** | **0.04** | **4,888.66** |

**Nature and purpose of reserves:**

**Securities premium –** Premium received on equity shares issued including those under Employee Stock Option plan are recognised in the securities premium account net of utilization for bonus shares issued. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

**Retained earnings –** Retained earnings includes surplus in the Statement of Profit and Loss, Ind-AS related adjustments as on the date of transition, remeasurement gains/(losses) on defined benefit plans less any transfer to general reserve, dividends or other distributions paid to shareholders.

**General reserve –** Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations, to ensure that if a dividend distribution in a given year is more than 10% of the paid up capital of the Company for that year, the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

**Share based payment reserve –** The Company has an employee stock option plan (ESOP) under which options to subscribe for the Company's shares have been granted to specific employees. The Share based payment reserve is used to recognise the value of equity-settled share-based payments to employees as part of their remuneration. The year end balance is net off options exercised by the concerned employees. Refer to Note 46 for further details of these plans.

**Capital redemption reserve –** Represents amount equal to the face value of equity shares transferred at the time of buy-back of shares in earlier years.

**Capital Reserve –** Includes profit on re-issue of forfeited shares.

## Notes to Standalone Financial Statements (contd.)

### Note 23. Other Non-current Financial Liabilities

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Deposits @ | 65.02 | 69.59 |
| | **65.02** | **69.59** |

@ Includes deposits from distributor, franchisee and on account of colorbank machines.

### Note 24. Non current Provisions

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for decommissioning # | 5.01 | 4.64 |
| | **5.01** | **4.64** |
| **Provision for decommissioning** | | |
| At the beginning of the year | 4.64 | 4.29 |
| Discount unwinding for the year | 0.37 | 0.35 |
| At the end of the year | **5.01** | **4.64** |

# Recognised towards provision for decommissioning /dismantling of Property, Plant and Equipment on leasehold lands.

### Note 25. Deferred tax assets & liabilities (net)

₹ in Crores

| Particulars | Balance as at April 01, 2024 | Recognised/ (reversed) in profit and loss during the year | Recognised/ (reversed) in other comprehensive income during the year | Balance as at March 31, 2025 |
|---|---|---|---|---|
| **Deferred tax liabilities in relation to:** | | | | |
| Temporary differences on depreciable assets | 93.46 | 14.09 | – | 107.55 |
| Financial Assets at fair value through profit and loss | 0.07 | 0.51 | – | 0.58 |
| Right-of-use assets under Ind AS 116 | 118.22 | (8.44) | – | 109.78 |
| **Total (A)** | **211.75** | **6.16** | **–** | **217.91** |
| **Deferred tax assets in relation to:** | | | | |
| Expenses allowable on payment basis for tax purposes | 40.51 | 9.98 | | 50.49 |
| Decommissioning liability | 1.17 | 0.09 | | 1.26 |
| Others through other comprehensive income | 3.42 | | (0.07) | 3.35 |
| Lease liabilities under Ind AS 116 | 129.59 | (5.74) | – | 123.85 |
| **Total (B)** | **174.69** | **4.33** | **(0.07)** | **178.95** |
| **Net deferred tax assets/(liabilities)** | **(37.06)** | **1.83** | **0.07** | **(38.96)** |
| **Disclosed as Deferred tax liabilities (net)** | **(37.06)** | | | **(38.96)** |



Notes to Standalone Financial Statements (contd.)

### Note 25. Deferred tax assets & liabilities (net) (contd.)

₹ in Crores

| Particulars | Balance as at April 01, 2023 | Recognised/ (reversed) in profit and loss during the year | Recognised/ (reversed) in other comprehensive income during the year | Balance as at March 31, 2024 |
|---|---|---|---|---|
| **Deferred tax liabilities in relation to:** | | | | |
| Temporary differences on depreciable assets | 73.77 | 19.69 | – | 93.46 |
| Financial Assets at fair value through profit and loss | 0.02 | 0.05 | – | 0.07 |
| Right-of-use assets under Ind AS 116 | 87.51 | 30.71 | – | 118.22 |
| **Total (A)** | **161.30** | **50.45** | **–** | **211.75** |
| **Deferred tax assets in relation to:** | | | | |
| Expenses allowable on payment basis for tax purposes | 34.39 | 6.12 | | 40.51 |
| Decommissioning liability | 1.08 | 0.09 | | 1.17 |
| Others through other comprehensive income | 3.46 | – | (0.04) | 3.42 |
| Lease liabilities under Ind AS 116 | 96.80 | 32.79 | – | 129.59 |
| **Total (B)** | **135.73** | **39.00** | **(0.04)** | **174.69** |
| **Net deferred tax assets/(liabilities)** | **(25.57)** | **11.45** | **0.04** | **(37.06)** |
| **Disclosed as Deferred tax liabilities (net)** | **(25.57)** | | | **(37.06)** |

**Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:**

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Accounting Profit before Income tax** | **1,430.74** | **1,367.46** |
| Profit before income tax multiplied by standard rate of corporate tax in India of 25.168% (March 31, 2024: 25.168 %) | 360.09 | 344.16 |
| Effects of: | | |
| Additional deduction allowed in respect of Laboratory's equipment | (0.72) | (0.88) |
| Disallowance of CSR expenditure | 5.86 | 5.23 |
| Other miscellaneous disallowances/(allowance) | (11.99) | 3.90 |
| **Net effective income tax** | **353.24** | **352.41** |
| Tax expense reported in the Statement of Profit and Loss | | |
| Current tax | 351.41 | 340.96 |
| Deferred Tax charge | 1.83 | 11.45 |
| | **353.24** | **352.41** |

### Note 26. Non-current liabilities – Others

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Other liabilities* | 7.71 | 10.11 |
| **Total** | **7.71** | **10.11** |

* Includes deposits related to trades.

## Notes to Standalone Financial Statements (contd.)

### Note 27. Current Financial liabilities-Borrowings

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Secured** | | |
| **From banks** | | |
| Cash credit (Refer Note 1 below) | 0.39 | 4.41 |
| Working Capital Demand Loan from Bank (Refer Note 2 below) | – | 60.00 |
| **Total** | **0.39** | **64.41** |

**Note-1.** Cash Credits from banks are secured by way of first charge on book debts, inventories and other current assets ranking pari passu between the lenders (first pari passu charge over entire current assets). Cash Credit is repayable on demand and carries interest of 9.05% per annum (March 31, 2024: 9.27-9.55% per annum).

**Note-2.** Secured Working Capital Demand Loan carried an interest at Nil per annum as at March 31, 2025 (March 31, 2024: 7.90% per annum) and are repaid within the maturity period of nil days (March 31, 2024: 2-69 days). Working Capital Demand Loan is secured by hypothecation of stock and book debts.

**Note-3.** Details of discrepancies between quarterly returns/statements of current assets filed by the Company with banks and books of accounts are as follows:

₹ in Crores

| Quarter ended | Name of bank | Particulars | Amount as per books of account (A) | Amount as reported in the quarterly returns/ statements (B) | Difference (A) - (B) [Refer Note (b)] |
|---|---|---|---|---|---|
| September 2024 | Refer Note (a) below | Trade Receivables | 1307.94 | 1297.15 | 10.79 |

Note

(a): The Company has submitted stock statements with Axis bank, BNP Paribas, DBS bank, Federal bank, HDFC bank, HSBC bank, ICICI bank, Indusind bank, RBL bank, Standard Chartered bank, Yes bank, South Indian bank, Kotak Mahindra bank and State Bank of India.

(b): The Quarterly statements submitted to banks were prepared and filed on provisional basis, which didn't include non-current trade receivables.

**Note-4. Changes in liabilities arising from financing activities**

₹ in Crores

| Particulars | April 1, 2024 | Cash flows (Net) | Leases (Net) | Others # | March 31, 2025 |
|---|---|---|---|---|---|
| **Current Borrowings** | | | | | |
| Cash credit (net) | 4.41 | (4.02) | – | – | **0.39** |
| Working Capital Demand Loan from Bank | 60.00 | (60.00) | – | – | **-** |
| **Current & Non-Current Lease Liability (Refer Note 47)** | **514.91** | **(112.74)** | **53.04** | **36.89** | **492.10** |



## Notes to Standalone Financial Statements (contd.)

### Note 27. Current Financial liabilities-Borrowings (contd.)

₹ in Crores

| Particulars | April 1, 2023 | Cash flows (Net) | Leases (Net) | Others # | March 31, 2024 |
|---|---|---|---|---|---|
| **Current Borrowings** | | | | | |
| Cash credit (net) | 0.43 | 3.98 | - | - | **4.41** |
| Working Capital Demand Loan from Bank | 674.27 | (614.27) | - | - | **60.00** |
| **Current & Non-Current Lease Liability (Refer Note 47)** | **384.61** | **(145.94)** | **242.90** | **33.34** | **514.91** |

# It includes accretion of interest.

### Note 28. Current financial liabilities - Trade Payables

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| Total outstanding dues of micro enterprises and small enterprises (Refer Note 28.1 below) | 73.48 | 56.07 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| (i) Acceptances # | 114.33 | 196.43 |
| (ii) Outstanding other than Acceptances [includes ₹69.47 crores (March 31, 2024: ₹64.41 crores) payable to related parties] (Refer Note 49b) | 1,381.53 | 1,314.69 |
| **Total** | **1,569.34** | **1,567.19** |

# Acceptances include arrangements where operational suppliers of goods and services are initially paid by banks while the Company continues to recognise the liability till settlement with the banks which are normally effected within a period of 90 days.

### 28.1. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under to the extent the Company has received intimation from the suppliers regarding their status under the Act

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Principal amount remaining unpaid at the end of the year * | 64.57 | 48.24 |
| Interest due thereon remaining unpaid at the end of the year | 9.15 | 8.79 |
| | **73.72** | **57.03** |
| Delayed payment of Principal amount paid beyond appointed date during the entire financial year | 85.39 | 149.38 |
| Interest actually paid under Section 16 of the Act during the entire accounting year | – | – |
| Amount of Interest due and payable for the period of delay in making the payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under this Act | 0.37 | 0.89 |
| Amount of Interest due and payable for the period (where principal has been paid but interest under the MSMED Act not paid) | – | – |
| Interest accrued and remaining unpaid at the end of the year | 0.37 | 0.89 |
| The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises for the purpose of disallowances as deductible expenditure under Section 23 of this Act | 9.15 | 8.79 |

* Includes outstanding in respect of capital creditors as on March 31, 2025: ₹ 0.24 crore (March 31, 2024: ₹0.96 crore) as disclosed in Note 29.

## Notes to Standalone Financial Statements (contd.)

### Note 28.1. (contd.)

**Terms and conditions of the above trade payables:**

Trade payables are non interest bearing and are normally settled on 45-90 days terms.

For terms and conditions of transactions with related parties, refer Note 49b.

**Trade Payables Ageing Schedule**

₹ in Crores

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | | |
| | Unbilled Dues | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Total outstanding dues of micro enterprises and small enterprises | 0.15 | 63.96 | 0.58 | 0.89 | 2.40 | 5.50 | 73.48 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 453.68 | 898.50 | 125.40 | 1.20 | 2.97 | 14.11 | 1,495.86 |

₹ in Crores

| Particulars | As at March 31, 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | | |
| | Unbilled Dues | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Total outstanding dues of micro enterprises and small enterprises | – | 47.28 | 0.89 | 2.40 | 1.02 | 4.48 | 56.07 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 421.37 | 978.02 | 89.71 | 3.48 | 13.14 | 5.40 | 1,511.12 |

There are no outstanding disputed dues of micro enterprises and small enterprises and creditors other than micro enterprises and small enterprises.

### Note 29. Current financial liabilities-other financial liabilities

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Interest accrued but not due | 3.06 | 2.07 |
| Unpaid Dividends (to be credited to Investor Education and Protection Fund as and when due) | 4.31 | 4.35 |
| Deposits @ | 36.68 | 32.73 |
| Capital creditors* | 32.39 | 38.36 |
| Accrued employee liabilities | 34.52 | 28.48 |
| Other payables | 0.11 | 0.27 |
| **Total** | **111.07** | **106.26** |

@ Includes deposit on account of tender, supply-apply contracts and colour bank machines.

* Includes outstanding dues of micro enterprises and small enterprises- ₹0.24 crore (March 31, 2024 : ₹0.96 crore) [Refer Note 28.1]





### Note 30. Other current liabilities

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance from customers | 27.40 | 26.46 |
| Statutory liabilities | 73.42 | 84.45 |
| Other liabilities | 13.04 | 12.39 |
| **Total** | **113.86** | **123.30** |

### Note 31. Current Provisions

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31,2024 |
|---|---|---|
| Provision for Gratuity (refer Note 45) | 6.06 | 5.37 |
| Provision for Leave encashment | 31.70 | 28.10 |
| Provision for Excise, Customs, Sales tax, GST, Service Tax (Refer Note below) | 24.93 | 22.67 |
| **Total** | **62.69** | **56.14** |

**Movement in Provision for Excise, Customs, Sales tax, GST, Service Tax:**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31,2024 |
|---|---|---|
| At the beginning of the year | 22.67 | 20.08 |
| Additions | 5.42 | 4.93 |
| Utilization/ Reversal | (3.16) | (2.34) |
| **At the end of the year** | **24.93** | **22.67** |

The above provisions represent estimates made mainly for probable claims arising out of litigations/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Sales Tax, GST and Service Tax).

### Note 32. Current tax liabilities (net)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31,2024 |
|---|---|---|
| Provision for income tax [net of advance taxes of ₹982.66 crores (March 31, 2024 : ₹911.46 crores] | 29.30 | 22.81 |
| **Total** | **29.30** | **22.81** |

## Notes to Standalone Financial Statements (contd.)

### Note 33. Distribution made and proposed

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Dividends on equity shares declared and paid:** | | |
| Dividend for the year ended March 31, 2024- ₹3.50 per share (March 31, 2023 - ₹3.20 per share) | 408.03 | 310.86 |
| | **408.03** | **310.86** |
| **Proposed dividends on equity shares:** | | |
| Dividend for the year ended March 31, 2025- ₹3.80 per share (March 31, 2024 - ₹3.50 per share) | 443.04 | 408.03 |
| | **443.04** | **408.03** |

As at March 31, 2025, proposed dividend on equity shares are subject to approval in the ensuing Annual General Meeting. Pending such approval, proposed dividend has not been recognised in these financial statements.

### Note 34. Revenue from Operations

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Revenue from contracts with customers | | |
| Sale of products (net of rebates and discounts) | 10,032.05 | 9,822.72 |
| Combined contracts | 54.90 | 84.83 |
| Other operating revenue | | |
| Sale of scrap | 20.22 | 21.58 |
| Income from government grant # | 38.46 | 54.96 |
| Others | 23.59 | 18.84 |
| **Total** | **10,169.22** | **10,002.93** |

# Income from Government grant represents subsidy recognized under various Incentive Schemes/Packages of State Government and Government of India applicable to eligible units.

### 34. 1. Disaggregation of revenue from contracts with customers

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **A. Revenue disaggregated based on nature of product or services** | | |
| **(i) Revenue from contracts with customers** | | |
| Revenue from sale of paints and allied products (net of rebates and discounts) * | 10,032.05 | 9,822.72 |
| Revenue from combined contracts ** | 54.90 | 84.83 |
| | **10,086.95** | **9,907.55** |

* Revenue from sale of goods is recognised on transfer of control in the goods to customers at a point of time by performance of obligation towards delivery. (Also refer Note 3.5)

** Revenue from combined contract represents revenue from supply apply contracts which are recognised at a point of time or over a period of time (as applicable), when such combined output is delivered to customers' satisfaction as per agreed milestones and customers acknowledge their obligation to pay for such output in accordance with terms and condition of underlying contracts. (Also refer Note 3.5)

The Company provides agreed upon performance warranty for selected range of products and services. The amount of liability towards such warranties are immaterial.



Notes to Standalone Financial Statements (contd.)

### 34. 1. Disaggregation of revenue from contracts with customers (contd.)

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **(ii) Other operating revenues** | | |
| Sale of scrap | 20.22 | 21.58 |
| Income from government grant | 38.46 | 54.96 |
| Others | 23.59 | 18.84 |
| | **82.27** | **95.38** |
| **Total** | **10,169.22** | **10,002.93** |
| **B. Revenue from contracts with customers disaggregated based on geography** | | |
| India | 10,055.71 | 9,883.18 |
| Outside India | 31.24 | 24.37 |
| **Total** | **10,086.95** | **9,907.55** |
| **C. Timing of revenue recognition** | | |
| At a point in time basis | 10,034.42 | 9,848.54 |
| Over a period of time basis | 52.53 | 59.01 |
| **Total** | **10,086.95** | **9,907.55** |

### 34. 2. Reconciliaton of gross revenue with revenue from contracts with customers

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Gross revenue | 12,115.45 | 11,756.04 |
| Less: rebates and discounts | 2,028.50 | 1,848.49 |
| **Net revenue recognised from contracts with customers** | **10,086.95** | **9,907.55** |

## Notes to Standalone Financial Statements (contd.)

### Note 35. Other income

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Interest Income | | |
| On deposits with banks carried at amortized cost | 15.73 | 11.66 |
| Others | 5.13 | 8.50 |
| Gain on early termination of leases | 4.62 | 3.20 |
| Insurance claim received | 1.05 | 0.55 |
| Dividend income from subsidiary and joint venture | 53.90 | 2.06 |
| Net gain on sale of mutual fund investments measured at FVTPL | 14.24 | 5.10 |
| Fair value gain on mutual fund investments measured at FVTPL | 2.25 | 0.22 |
| Discount Income | 5.03 | 2.54 |
| Arrangement Fees | 1.69 | 3.17 |
| Royalty Income | 2.42 | 2.62 |
| Corporate Guarantee Income | 0.05 | 0.05 |
| Gain on sale/discard of Property, plant and equipment* | – | 0.00 |
| Sundry balances written back | 3.45 | 5.11 |
| Miscellaneous income | 12.65 | 12.66 |
| **Total** | **122.21** | **57.44** |

*Refer Note 57

### Note 36. Cost of materials consumed

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Raw materials Consumed | | |
| Opening Stock | 621.16 | 631.73 |
| Purchases | 4,575.79 | 4,309.97 |
| Closing stock | (664.57) | (621.16) |
| | **4,532.38** | **4,320.54** |
| Packing material Consumed | | |
| Opening Stock | 38.19 | 42.05 |
| Purchases | 725.83 | 695.15 |
| Closing stock | (43.61) | (38.19) |
| | **720.41** | **699.01** |
| **Cost of materials consumed** | **5,252.79** | **5,019.55** |

### Note 37. Purchases of stock-in-trade

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Purchases of stock-in-trade * | 973.42 | 870.32 |
| | **973.42** | **870.32** |

* Represents traded goods.





Notes to Standalone Financial Statements (contd.)

### Note 38. (Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Opening Stock** | | |
| Work-in-progress | 134.37 | 129.41 |
| Finished goods | 1,078.51 | 1,167.32 |
| Stock-in-trade | 125.54 | 155.13 |
| | **1,338.42** | **1,451.86** |
| **Closing Stock** | | |
| Work-in-progress | 145.14 | 134.37 |
| Finished goods | 1,220.63 | 1,078.51 |
| Stock-in-trade | 110.27 | 125.54 |
| | **1,476.04** | **1,338.42** |
| **(Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress** | **(137.62)** | **113.44** |

### Note 39. Employee benefits expense

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Salaries, wages and bonus | 542.68 | 476.99 |
| Contribution to provident and other funds (Refer Note 45) | 29.84 | 26.00 |
| Share based payment to employees (Refer Note 46) | 6.12 | 5.71 |
| Staff welfare expenses | 26.86 | 28.57 |
| **Total** | **605.50** | **537.27** |

### Note 40. Finance Costs

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Interest on borrowings | 1.69 | 25.90 |
| Interest on lease liabilities (Refer Note 47) | 36.89 | 33.34 |
| Unwinding of discount on provisions (Refer Note 24) | 0.37 | 0.35 |
| Interest Others | 8.91 | 5.07 |
| **Total** | **47.86** | **64.66** |

### Note 41. Depreciation and amortization expense

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Depreciation of property, plant and equipment (Refer Note 4) | 223.77 | 212.15 |
| Amortization of intangible assets [Refer Note 6(a)] | 5.15 | 4.35 |
| Depreciation of right-of-use assets (Refer Note 47) | 88.83 | 80.49 |
| **Total** | **317.75** | **296.99** |

## Notes to Standalone Financial Statements (contd.)

### Note 42. Other expenses

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Freight and Forwarding Charges | 587.17 | 640.07 |
| Power and fuel | 67.62 | 66.29 |
| Consumption of stores and spare parts | 14.17 | 15.44 |
| Repairs | | |
| - Plant and machinery | 27.69 | 28.01 |
| - Building | 0.54 | 1.22 |
| - Others | 8.16 | 8.90 |
| Rent (Refer Note 47) | 12.23 | 11.32 |
| Advertisement and Sales Promotion Expenses | 466.09 | 420.34 |
| Processing Charges | 71.46 | 73.85 |
| Rates and Taxes | 11.30 | 9.01 |
| Travelling | 90.36 | 80.80 |
| Insurance | 9.02 | 10.77 |
| Foreign Exchange Loss (net) | 5.51 | 2.65 |
| Commission to Non-Executive Directors (Refer Note 49b) | 2.30 | 0.64 |
| Payment to Auditors (Refer Note 42.1) | 0.95 | 0.89 |
| Information Technology Expenses | 48.67 | 45.83 |
| Professional Fees | 12.41 | 22.05 |
| Retainership Fees | 9.01 | 7.75 |
| Impairment loss on trade receivables | 23.40 | 12.89 |
| Office Upkeep | 106.35 | 107.26 |
| Clearing & Forwarding Expenses | 85.49 | 81.14 |
| Subcontractor expenses | 45.00 | 56.83 |
| Printing & Stationery | 6.30 | 6.20 |
| CSR expenditure (Refer Note 42.2) | 23.29 | 20.79 |
| Loss on sale/discard of Property, plant and equipment | 1.55 | – |
| Miscellaneous Expenses | 64.95 | 59.74 |
| **Total** | **1,800.99** | **1,790.68** |

### Note 42. 1. Payment to Auditors

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **As Auditor:** | | |
| Audit fees and limited review fees | 0.65 | 0.65 |
| **In other capacity:** | | |
| Miscellaneous certificates and other matters | 0.22 | 0.20 |
| Reimbursement of expenses | 0.08 | 0.04 |
| **Total** | **0.95** | **0.89** |



Notes to Standalone Financial Statements (contd.)

### Note 42. 2. Details of CSR expenditure

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| (a) Gross amount required to be spent by the Company during the year | 23.29 | 20.25 |
| (b) Amount approved by the Board to be spent during the year | 23.97 | 20.79 |

| Particulars | In cash | Yet to be paid in cash | Total |
|---|---|---|---|
| (c) Amount spent during the year ended March 31, 2025 # | | | |
| (i) Construction/Acquisition of an asset | – | – | – |
| (ii) Purposes other than (i) above | 23.97 | – | 23.97 |
| **Total** | **23.97** | **–** | **23.97** |
| (d) Amount spent during the year ended March 31, 2024 # | | | |
| (i) Construction/Acquisition of an asset | – | – | – |
| (ii) Purposes other than (i) above | 20.79 | – | 20.79 |
| **Total** | **20.79** | **–** | **20.79** |

# Corporate Social Responsibility expense of ₹23.29 crores (March 31, 2024: ₹20.79 crores) includes programme for promoting employment enhancing vocational skill programme named 'iTrain.

In compliance with the provisions laid under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, there was no amount unspent for the year ended March 31, 2025. Amount available for set off in succeeding financial years ₹0.68 crore (March 31, 2024: ₹0.54 crore).

### Note 43. Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

## Notes to Standalone Financial Statements (contd.)

### Note 43. Earnings Per Share (EPS) (contd.)

The following table reflects the income and earning per share data used in the basic and diluted EPS computations:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Net Profit after tax for calculation of Basic and Diluted Earnings Per Share (₹ in crores) (I) | 1,077.50 | 1,015.05 |
| Weighted average number of shares (II) | 1,16,58,18,558 | 1,16,57,23,237 |
| – Basic | 1,16,60,78,129 | 1,16,58,68,269 |
| – Diluted (refer note on effect of dilution below) | | |
| Earning per equity share [nominal value of ₹1 per share] [(I)/(II)] | | |
| – Basic | 9.24 | 8.71 |
| – Diluted | 9.24 | 8.71 |
| Effect of dilution: | | |
| Weighted average number of equity shares in calculating Basic Earnings Per Share | 1,16,58,18,558 | 1,16,57,23,237 |
| Dilution - Stock options granted under Employee stock option plan (Refer Note 46) | 2,59,571 | 1,45,032 |
| Weighted average number of equity shares in calculating diluted EPS | 1,16,60,78,129 | 1,16,58,68,269 |

There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

### Note 44. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets and liabilities affected in future periods.

**(i) Judgements, Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. In the process of applying the Company's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the Financial Statements.

**(ii) Defined Employer Benefit plans (Refer Note 3.16)**

The cost and the present value of the defined benefit gratuity plan and other post-employment leave encashment benefit are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These include the determination of appropriate discount rate, estimating future salary increases and mortality rates. Due to the complexities involved in the valuation and its



Notes to Standalone Financial Statements (contd.)

### Note 44. Significant accounting judgements, estimates and assumptions (contd.)

long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. For further details refer Note 45.

**(iii) Fair value measurement of financial instruments (Refer Note 3.21)**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these techniques are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 51 for further disclosures.

**(iv) Depreciation on Property, Plant and Equipment (Refer Note 3.8)**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The Company also considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values.

**(v) Impairment allowance on trade receivables (Refer Note 3.5)**

The Company makes loss allowances for credit impaired debts based on an assessment of the recoverability of trade and other receivables. The identification of credit impaired debts enquires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and credit impaired debts expenses in the period in which such estimate has been changed.

**(vi) Decommissioning Liability (Refer Note 3.8)**

Decommissioning Liability has been recognised for items of property, plant and equipment built or installed on specified leasehold land the terms of which said leases include decommissioning of such assets on expiry of the lease prior to handing over to the lessor. The decommissioning costs as at the end of the lease period have been estimated based on current costs by the Company's own technical experts and have been escalated to the end of the leasehold period using suitable inflation factors. The said escalated cost as at the end of the lease period is now discounted to the present value of such liability by applying Company's weighted average cost of capital.

**(vii) Impairment of Investment (Refer Note 3.14)**

The carrying amount of the Company's investments are assessed at the end of each reporting period to determine whether there is any indication that an asset may be impaired. If any such indication exists, then the Company estimates the recoverable amount of the asset. The recoverable amount of the asset is computed as the higher of an asset's or cash generating unit's fair value less costs to sell and its value in use. Such value is derived using valuation techniques (i.e., the Discounted Cash Flow (DCF) model), where future financial performance can be reliably estimated or management's best estimate of the estimated fair value of the carrying value of assets and liabilities, as appropriate. The inputs to the Discounted Cash Flow models are taken from observable markets

## Notes to Standalone Financial Statements (contd.)

### Note 44. Significant accounting judgements, estimates and assumptions (contd

where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Key assumptions on which management has based its determination of recoverable amount includes estimated long term growth rates, weighted average cost of capital etc. Cash flow projections take into account past experience and represent management's best estimate about future developments. The risks in respect of climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amount.

The Company had undertaken an impairment assessment in respect of its investment in Lusako Trading Limited, STP Limited, Berger Paints (Cyprus) Limited and Berger Nippon Paint Automotive Coatings Private Limited.

The Management has determined following assumptions for impairment testing of investments:

| Related Assumptions | As at March 31, 2025 | As at March 31, 2024 | Approach used in determining Value |
|---|---|---|---|
| Weighted average Cost of capital % (WACC) before tax (discount rate) | 7.30% to 16.70% | 8.70% to 15.00% | It has been determined basis risk free rate of return adjusted for equity risk premium |
| Long Term Growth Rate | 0% to 5% | 0% to 5% | Long term growth rate has been taken basis financial budgets and projections approved by the management which is in line with industry growth rate |

The Company had in earlier years provided for impairment amounting to ₹71.40 crores in the carrying value of its investment in its wholly owned subsidiary, Berger Paints Cyprus Limited (BPCL) due to downturn in the Russian Economy and its corresponding impact on Company's ultimate wholly owned subsidiary Berger Paints Overseas Limited (BPOL), which were reflected in the consolidated financial position of the Company. The Company has made an assessment of the fair value less costs to sell of the investments in Berger Paints Overseas Limited taking into account management's best estimate of the estimated fair value less costs to sale of the carrying value of assets and liabilities of the above wholly owned subsidiary and basis such assessment no further impairment is required to be recognised in the current year.

**Sensitivity analysis of assumptions**

The Company had performed sensitivity analysis considering +/- 2% for each of the assumptions used and ensured that the valuation is appropriate and no impairment is required to be recognised.

**(viii) Revenue from combined contracts (Refer Note 3.5)**

The Company exercises judgement in estimating cost for recognizing revenue from combined contract with customers. Losses on onerous contracts (if any) are recognized in the financial statements.



Notes to Standalone Financial Statements (contd.)

### Note 45. Gratuity and other post-employment benefit plans

**(I) Defined benefit plans**

**(a) Gratuity (Funded)**

**(i)** The following table summarizes the components of net defined benefit expense towards gratuity recognised in the Statement of Profit and Loss and OCI and the funded status and amounts recognised in the Balance Sheet.

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (A) | **Changes in the present value of defined benefit obligation** | | |
| | Present value of defined benefit obligation as at year beginning | 61.29 | 57.44 |
| | Current Service Cost | 5.72 | 5.02 |
| | Interest Cost | 4.10 | 3.91 |
| | **Re-measurements (gains)/losses** | | |
| | -Actuarial (gains)/losses arising from changes in financial assumptions | 1.83 | 0.35 |

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| -Actuarial (gains)/losses arising from changes in demographic assumptions | – | – |
| -Actuarial (gains)/losses arising from changes in experience adjustments | (2.23) | (0.82) |
| Benefits Paid | (5.40) | (4.61) |
| **Present value of defined benefit obligation as at year end** | **65.31** | **61.29** |

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (B) | **Changes in fair value of plan assets** | | |
| | Fair Value of Plan Assets as at year beginning | 55.92 | 51.61 |
| | Interest Income | 3.90 | 3.70 |
| | **Re-measurements gains/(losses)** | | |
| | -Return on plan assets greater/ (lesser) than discount rate | (0.11) | (0.29) |
| | Employer's Contribution | 4.94 | 5.52 |
| | Benefits Paid | (5.40) | (4.62) |
| | **Fair Value of Plan Assets as at year end** | **59.25** | **55.92** |

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (C) | **Amounts Recognised in the Balance Sheet** | | |
| | Present value of defined benefit obligation at the year end | 65.31 | 61.29 |
| | Fair Value of the Plan Assets at the year end | 59.25 | 55.92 |
| | **Liability Recognised in the Balance Sheet** | **(6.06)** | **(5.37)** |

## Notes to Standalone Financial Statements (contd.)

### Note 45. Gratuity and other post-employment benefit plans (contd.)

(D)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Expense recognised in the Statement of Profit and Loss:** | | |
| Current service cost | 5.72 | 5.02 |
| Net Interest Cost/(Income) | 0.20 | 0.21 |
| **Net Cost Recognised in the Statement of Profit and Loss** | **5.92** | **5.23** |
| **Expense recognised in Other Comprehensive Income:** | | |
| Re-measurements gains/(losses) | 0.29 | 0.18 |
| **Net Cost/(Income) Recognised in the Other Comprehensive Income** | **0.29** | **0.18** |

**(ii)** The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

₹ in Crores

| Significant Actuarial Assumptions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount Rate | 6.50% | 7.00% |
| Withdrawal Rate | | |
| - Management | 8.00% | 8.00% |
| - Officer | 15.00% | 15.00% |
| -Staff/worker | 3.00% | 3.00% |
| Salary increase | | |
| - Management | 7.00% | 7.00% |
| - Officer | 6.00% | 6.00% |
| -Staff/worker | 6.00% | 6.00% |
| Mortality Rate | Indian Assured Lives (Mortality 2006-08 modified) Ult | Indian Assured Lives (Mortality 2006-08 modified) Ult |

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Actuary.

The discount rate is based on the government securities yield.

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards.

**(iii) Plan Asset information:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Assets under scheme of insurance | 100% | 100% |



Notes to Standalone Financial Statements (contd.)

Note 45. Gratuity and other post-employment benefit plans (contd.)

**(iv) A quantitative sensitivity analysis for significant assumptions are as shown below:**

| Assumptions | As at March 31, 2025 Discount rate | | As at March 31, 2024 Discount rate | |
|---|---|---|---|---|
| Sensitivity Level | 1% increase | 1% decrease | 1% increase | 1% decrease |
| Impact on defined benefit obligation (₹ crores) | (3.57) | 3.98 | (3.29) | 3.67 |

| Assumptions | As at March 31, 2025 Future Salary | | As at March 31, 2024 Future Salary | |
|---|---|---|---|---|
| Sensitivity Level | 1% increase | 1% decrease | 1% increase | 1% decrease |
| Impact on defined benefit obligation (₹ crores) | 3.73 | (3.46) | 3.21 | (2.94) |

**Impact on defined benefit obligation**

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**(v) Risk Exposure**

**Impact on defined benefit obligation**

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

These plans typically expose the Company to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.

**Investment Risk**: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the actual return on plan asset is below this rate, it will create a plan deficit. However, the risk is partially mitigated by investment in LIC managed fund.

**Interest Risk**: A decrease in the government bond interest rate will increase the plan liability.

**Longevity Risk**: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary Risk**: The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**(vi) Defined Benefit Liability and Employer Contributions**

Since the employees gratuity fund is a defined benefit plan maintained by Life Insurance Corporation of India the return is generated from a pool of assets invested by them and any deficit in the liability and return on plan assets is funded by the Company on a yearly basis.

**(vii)** The Company expects to contribute ₹6.06 crores (March 31, 2024: ₹5.37 crores) to gratuity as specified in report by Fund custodian during the subsequent accounting year.

## Notes to Standalone Financial Statements (contd.)

### Note 45. Gratuity and other post-employment benefit plans (contd.)

**(viii) Maturity profile of the defined benefit obligation**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Weighted Average duration of the defined benefit obligation | 6 Years | 6 Years |

| Particulars | ₹ in Crores | ₹ in Crores |
|---|---|---|
| Within the next 12 months (next annual reporting period) | 7.23 | 7.33 |
| Between 2 and 5 years | 31.07 | 29.30 |
| Beyond 5 years | 28.28 | 27.81 |

**(b) Provident Fund**

Provident Fund for certain eligible employees is administered by the Company through "Berger Paints Provident Fund (Covered)" as per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Rules for such a trust provide that in a provident fund set up by the employer, any shortfall in the rate of interest on member contributions as compared to the relevant rate of interest declared by the Government of India for this purpose will have to be met by the employer. Such provident fund would in effect be a defined benefit plan in accordance with the requirement of Ind AS 19 - Employee Benefits.

The Actuary has carried out actuarial valuation of interest rate guarantee obligations as at the Balance Sheet date using Projected Unit Credit Method as outlined in the Professional Guidance Note 29 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regards to interest rate guarantee obligation of the Company as at the balance sheet date. Further during the year, the Company's contribution `to the Provident Fund Trust, has been expensed under "Contribution to Provident and Other Funds" (refer note 39). Disclosures given hereunder are restricted to the information available as per the Actuary's report.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount rate | 6.50% | 7.00% |
| Rate of return on Plan Assets | 8.10% | 8.10% |

**(c) Other Defined Benefit Plans**

The amounts for "Other Defined Benefit Plans" are below the rounding off norm adopted by the Company (refer Note 57) and hence the disclosures as required under Ind AS 19 - "Employee Benefits" have not been given.

**(II) Defined contribution plans**

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss for defined contribution plans:

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provident and Family Pension Fund (applicable for eligible employees whose provident fund accounts are maintained with the Regional Provident Fund Commissioner) | 4.95 | 3.51 |
| Superannuation Fund | 2.32 | 2.19 |



Notes to Standalone Financial Statements (contd.)

### Note 46. Share based payment to employees

**Berger Paints India Limited Employee Stock Option Plan 2016**

The Berger Paints India Limited – Employee Stock Option Plan 2016 ['the Plan'] was approved at the Annual General Meeting of the Company held on 3rd August, 2016. The objective of the plan is to:

1) Attract, retain and motivate Employees,

2) Create and share wealth with the Employees,

3) Recognise and reward employee performance with shares and

4) Encourage employees to align individual performance with the objective of the Company. The terms and conditions of the Plan is reproduced below:

   a) "Vesting Date" means the date on and from which the Option vests with the Participant and thereby becomes exercisable.

   b) "Exercise Date "means the date on which the Participant exercises his Vested Options and in case of partial Exercise shall mean each date on which the Participant exercises part of his Vested Options.

   c) "Vesting Period" means the period during which the Vesting of the Option granted to the Participant in pursuance of the Plan takes place.

   d) "Exercise Period" means a period of 3 years from the Vesting Date as defined above of the Plan within which the Vested Options can be exercised in pursuance of the Plan.

   e) The Exercise Price of an Option shall be the face value of ₹1/- per Share

   f) Cashless exercise of the Options are not permitted under the Plan. Participants to pay full Aggregate Exercise Price upon the Exercise of the Vested Options.

   g) Subject to Participant's continued employment as defined in Clause 14 of the Plan the Unvested Options shall vest with the Participant automatically in accordance with the following schedule : a) 33% of the total Options granted, rounded up to the nearest whole number, shall vest on the first anniversary of the Grant Date; b) further 33% of the total Options granted, rounded up to the nearest whole number, shall vest on the second anniversary of the Grant Date and c) balance 34% of the total Options granted, rounded up to the whole number such that the total number of Options vested shall add up to 100%, shall vest on the third anniversary of the Grant Date. ESOP Plan 2016 was amended on 17th September, 2024 through Postal Ballot Resolution. As per the amended ESOP Plan 2016, the Unvested Options shall vest with the Participant automatically in accordance with the following schedule: a) 20% of the total Options granted, shall vest on the first anniversary of the Grant Date, b) 20% of the total Options granted, shall vest on the second anniversary of the Grant Date, c) 30% of the total Options granted, shall vest on the third anniversary of the Grant Date and d) 30% of the total Options granted, shall vest on the fourth anniversary of the Grant Date.

   h) Options granted to an employee would continue to vest in accordance with respective vesting schedules after retirement or superannuation in accordance with the Company's policies and applicable law.

## Notes to Standalone Financial Statements (contd.)

### Note 46. Share based payment to employees (contd.)

i) The Date of grant of options : 9th November, 2016, 9th November, 2017, 9th November, 2019, 10th February, 2021, 8th November, 2021, 17th October, 2022, 8th November, 2023 and 31st October, 2024.

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (a) | Number of Stock Options outstanding (ESOP Plan 2016: Grant V) | – | 25,308# |
| | Number of Stock Options outstanding (ESOP Plan 2016: Grant VI) | 34,367* | 71,568# |
| | Number of Stock Options outstanding (ESOP Plan 2016: Grant VII) | 76,465 | 1,22,146 |
| | Number of Stock Options outstanding (ESOP Plan 2016: Grant VIII) | 1,98,574 | - |
| | | **3,09,406** | **2,19,022** |
| | *Includes bonus options 5,756 for grant VI.<br>#Includes bonus options 4,220 for grant V and 11,928 for grant VI. | | |
| (b) | Number of Options granted during the year | | |
| | ESOP Plan 2016: Grant VII | – | 1,24,249 |
| | ESOP Plan 2016: Grant VIII | 2,01,206 | – |
| | | **2,01,206** | **1,24,249** |
| (c) | Number of Options vested (ESOP Plan 2016: Grant IV) | – | 26,325# |
| | Number of Options vested (ESOP Plan 2016: Grant V) | 24,587* | 25,801#^ |
| | Number of Options vested (ESOP Plan 2016: Grant VI) | 35,128 | 36,858# |
| | Number of Options vested (ESOP Plan 2016: Grant VII) | 39,222* | – |
| | | **98,937** | **88,984** |
| | * Includes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.<br># Includes bonus options 4,388 for grant IV, 4,300 for grant V and 6,143 for grant VI.<br>^ Excludes 83 options of Tranche I of Grant V, pending to be exercised in the FY 2022-23, were exercised and allotted in the FY 2023-24. | | |

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| (d) | Number of Options exercised (ESOP Plan 2016 : Grant IV) | – | 26,325# |
| | Number of Options exercised (ESOP Plan 2016 : Grant V) | 24,485*$ | 25,884#^ |
| | Number of Options exercised (ESOP Plan 2016 : Grant VI) | 35,128$ | 36,858# |
| | Number of Options exercised (ESOP Plan 2016 : Grant VII) | 39,117* | – |
| | | **98,730** | **89,067** |
| | * Excludes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.<br>$ Includes bonus options 4,043 for grant V and 5,826 for grant VI.<br>#Includes bonus options 4,388 for grant IV, 4,314 for grant V and 6,143 for grant VI.<br>^Includes 83 options of Tranche I of Grant V, pending to be exercised in the FY 2022-23, were exercised and allotted in the FY 2023-24 | | |



Notes to Standalone Financial Statements (contd.)

Note 46. Share based payment to employees (contd.)

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| (e) | Number of Shares arising on exercise (ESOP Plan 2016: Grant IV) | – | 26,325# |
| | Number of Shares arising on exercise (ESOP Plan 2016: Grant V) | 24,485*$ | 25,884#^ |
| | Number of Shares arising on exercise (ESOP Plan 2016: Grant VI) | 35,128$ | 36,858# |
| | Number of Shares arising on exercise (ESOP Plan 2016: Grant VII) | 39,117* | – |
| | | **98,730** | **89,067** |
| | * Excludes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.<br>$ Includes bonus options 4,043 for grant V and 5,826 for grant VI.<br>#Includes bonus options 4,388 for grant IV, 4,314 for grant V and 6,143 for grant VI.<br>^Includes 83 options of Tranche I of Grant V, pending to be exercised in the FY 2022-23, were exercised and allotted in the FY 2023-24. | | |
| (f) | Number of Options lapsed (ESOP Plan 2016: Grant IV) | – | 1,083 |
| | Number of Options lapsed (ESOP Plan 2016: Grant V) | 721# | 1,780 |
| | Number of Options lapsed (ESOP Plan 2016: Grant VI) | 2,073# | 3,630 |
| | Number of Options lapsed (ESOP Plan 2016: Grant VII) | 6,564 | 2,103 |
| | Number of Options lapsed (ESOP Plan 2016: Grant VIII) | 2,632 | – |
| | | **11,990** | **8,596** |
| (g) | Variation of terms of Option | None during the period | None during the period |

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (h) | Total Number of Options in force (ESOP Plan 2016: Grant V) | – | 25,308# |
| | Total Number of Options in force (ESOP Plan 2016: Grant VI) | 34,367* | 71,568# |
| | Total Number of Options in force (ESOP Plan 2016: Grant VII) | 76,465 | 1,22,146 |
| | Total Number of Options in force (ESOP Plan 2016: Grant VIII) | 1,98,574 | – |
| | | **3,09,406** | **2,19,022** |
| | *Includes bonus options 5,756 for grant VI.<br>#Includes bonus options 4,220 for grant V and 11,928 for grant VI. | | |
| (i) | Weighted Average exercise price of the Share Options (in ₹) | | |
| | Outstanding at the beginning of the year | 1 | 1 |
| | Granted during the year | 1 | 1 |
| | Forfeited during the year | – | – |
| | Exercised during the year | 1 | 1 |
| | Expired during the year | 1 | 1 |
| | Outstanding at the end of the year | 1 | 1 |
| | Exercisable at the end of the period | 1 | 1 |

## Notes to Standalone Financial Statements (contd.)

### Note 46. Share based payment to employees (contd.)

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| (j) | Weighted Average share price of options exercised during the year on the date of exercise | ₹1 | ₹1 |
| (k) | Weighted Average fair value of the Options granted during the year | | |
| | i. ESOP Plan 2016 Grant VII (Fair value as on 31.03.2024) | NA | 562.82 |
| | ii. ESOP Plan 2016 Grant VIII (Fair value as on 31.03.2025) | 387.73 | NA |
| (l) | A description of the method and significant assumptions used during the year to estimate the fair value of Options granted, including the following weighted average information:- The Black Scholes Option Pricing Model for dividend paying stock has been used to compute the fair value of the Options. The significant assumptions are: | | |
| i. | Date of grant | | |
| | a. ESOP Plan 2016 | 31.10.2024 | 08.11.2023 |
| ii. | Weighted average share price | ₹500.20 | ₹573.05 |
| iii. | Exercise Price | ₹134 | ₹1 |
| iv. | Risk Free Interest rate | 6.58% | 7.05% |
| v. | Expected Life: | | |
| | a. For options vested on 10.02.2022 | – | 0.87 years |
| | b. For options vested on 08.11.2022 | 0.61 years | 1.61 years |
| | c. For options vested on 17.10.2023 | 1.55 years | 2.55 years |
| | d. For options vested on 08.11.2024 | 2.61 years | 3 years from the vesting day |
| | e. For options yet to be vested | 4 years from the vesting day | – |
| vi. | Expected Volatility | 18.62% | 17.37% |
| vii. | Expected dividend yield | 0.59% | 0.46% |
| viii. | Weighted Average fair value as on grant date | | |
| | a. ESOP Plan 2016: Grant V - 08.11.2021 | – | ₹767.88 |
| | b. ESOP Plan 2016: Grant VI - 17.10.2022 | ₹605.91 | ₹605.91 |
| | c. ESOP Plan 2016: Grant VII - 08.11.2023 | ₹577.58 | ₹577.58 |
| | d. ESOP Plan 2016: Grant VIII - 31.10.2024 | ₹423.17 | – |



Notes to Standalone Financial Statements (contd.)

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| ix. | The price of the underlying share in the market at the time of option grant: | | |
| | a. ESOP Plan 2016: Grant V - 08.11.2021 | – | ₹774.95 |
| | b. ESOP Plan 2016: Grant VI - 17.10.2022 | ₹613.75 | ₹613.75 |
| | c. ESOP Plan 2016: Grant VII - 08.11.2023 | ₹586.25 | ₹586.25 |
| | d. ESOP Plan 2016: Grant VIII - 31.10.2024 | ₹536.80 | – |
| x. | Time to maturity | | |
| | a. ESOP 2016 Plan Grant IV vested on 10.02.2022 | – | 0.87 years |
| | b. ESOP 2016 Plan Grant V vested on 08.11.2022 | 0.61 years | 1.61 years |
| | c. ESOP 2016 Plan Grant VI vested on 17.10.2023 | 1.55 years | 2.55 years |
| | d. ESOP 2016 Plan Grant VII vested on 08.11.2024 | 2.61 years | 3 years from the vesting day |
| | e. ESOP 2016 Plan Grant VIII (yet to be vested) | 4 years from the vesting day | – |

Expected volatility during the expected term of the ESOP is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the ESOP.

The fair values of our ESOP are based on the market value of our stock on the date of grant.

m. The following table summarizes information about Share Options outstanding as at year end:-

| Range of exercise prices per option (₹) | As at March 31, 2025 | | |
|---|---|---|---|
| | No. of options outstanding | Weighted average remaining contractual life | Weighted average exercise price (₹) |
| 1 | 34,367 | 1.55 years | 1 |
| 1 | 76,465 | 2.61 years | 1 |
| 134 | 1,98,574 | Yet to be vested | 134 |

| Range of exercise prices per option (₹) | As at March 31, 2024 | | |
|---|---|---|---|
| | No. of options outstanding | Weighted average remaining contractual life | Weighted average exercise price (₹) |
| 1 | 25,308 | 1.61 years | 1 |
| 1 | 71,568 | 2.55 years | 1 |
| 1 | 1,22,146 | Yet to be vested | 1 |

# Notes to Standalone Financial Statements (contd.)

## Note 47.

### a. Company as a lessee

The Company has lease contracts for various depots, head office and leasehold lands used in its operations. Leasehold land and building generally have lease terms between 2 and 99 years.

The Company also has certain leases with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

**(i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:**

₹ in Crores

| Particulars | Buildings | Leasehold lands | Total |
|---|---|---|---|
| **As at April 1, 2023** | **360.72** | **80.48** | **441.20** |
| Additions | 201.50 | 60.43 | 261.93 |
| Deletions | (12.35) | – | (12.35) |
| Depreciation charge | (79.31) | (1.18) | (80.49) |
| **As at March 31, 2024** | **470.56** | **139.73** | **610.29** |
| Additions | 79.15 | 5.75 | 84.90 |
| Deletions | (25.77) | - | (25.77) |
| Depreciation charge | (87.11) | (1.72) | (88.83) |
| **As at March 31, 2025** | **436.83** | **143.76** | **580.59** |

## Note 47.a. Company as a lessee (contd.)

Title/Lease deeds of immovable properties mentioned above, are in the name of the Company except those mentioned below:

₹ in Crores

| Particulars | No. of title/ lease deeds | Gross Carrying Amount | | Net Carrying Amount | | Held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the Company |
|---|---|---|---|---|---|---|---|---|---|
| | | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2025 | As at 31st March, 2024 | | | | |
| Leasehold land at Panaji, Goa | 1 | 0.35 | 0.35 | 0.26 | 0.26 | Rajdoot Paints Private Limited | No | Oct 1, 1998 | Refer Note (i) below |
| Leasehold land at Sikandrabad, Uttar Pradesh | 1 | 0.27 | 0.27 | 0.13 | 0.13 | Rajdoot Paints Private Limited | No | Oct 1, 1998 | |
| Leasehold land at Chandigarh | 1 | 0.05 | 0.05 | 0.03 | 0.03 | Rajdoot Paints Private Limited | No | Oct 1, 1998 | |
| Leasehold land at Howrah* | 1 | 0.01 | 0.01 | 0.00 | 0.00 | Government of West Bengal | No | Sep 26, 1957 | Refer Note (ii) below |
| Leasehold Land at Odisha | 1 | 65.74 | 60.08 | 64.93 | 59.94 | Odisha Industrial Infrastructure Development Corporation | No | Nov 04, 2023 | Refer Note (iii) below |

*Refer Note 57.

**Note:**

(i) In terms of the order dated October 01, 1998, the Hon'ble High Court of Calcutta had approved the Scheme of Amalgamation of Rajdoot Paints Private Limited with the Company with effect from October 01, 1998. In terms of said order, all the aforesaid leasehold land parcels held by Rajdoot Paints Private Limited were transferred to the Company.

(ii) Renewal of lease with West Bengal Government in respect of this piece of land at Howrah is under process since September 26, 2017.

(iii) The Company has received the allotment in its name and execution of lease deed in respect of land in Odisha is under process.

## Note 47.a. Company as a lessee (contd.)

**(ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised Cost** | | |
| **Opening Balance** | 514.91 | 384.61 |
| Additions | 83.43 | 258.45 |
| Accretion of interest | 36.89 | 33.34 |
| Deletions/ termination | (30.39) | (15.55) |
| Payments | (112.74) | (145.94) |
| **Closing Balance** | **492.10** | **514.91** |
| Non-current | 392.99 | 418.75 |
| Current | 99.11 | 96.16 |

The effective interest rate for lease liabilities is 7%, with maturity between 2025-2113.

The following are the amounts recognised in Statement of Profit or Loss:

**(iii) Amount recognised in the Statement of Profit and Loss:**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Depreciation expense of right-of-use assets (Refer Note 41) | 88.83 | 80.49 |
| Interest expense on lease liabilities (Refer Note 40) | 36.89 | 33.34 |
| Gain on early termination of leases (Refer Note 35) | (4.62) | (3.20) |
| Expense relating to leases of low-value assets and short-term leases (Refer Note 42) | 12.23 | 11.32 |
| **Total** | **133.33** | **121.95** |

The Company had total cash outflows for leases of ₹112.74 crores (March 31, 2024: ₹145.94 crores).

The Company does not face a significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligation related to the lease liabilities as and when they fall due.

**(iv) The table below provides details regarding the contractual maturities of lease liabilities as on undiscounted basis:**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Less than one year | 105.21 | 102.89 |
| More than one year but less than five years | 341.23 | 350.69 |
| More than five years | 215.28 | 262.65 |
| **Total** | **661.72** | **716.23** |





## Note 47.b. Company as a lessor

The Company has given Color bank (tinting machines) on operating lease to its dealers. The Company enters into 2- 5 years cancellable lease agreements. However the corresponding lease rentals may be receivable for a shorter period or may be waived off/refunded on achievement of certain sales targets by the concerned dealers. The minimum aggregate lease payments to be received in future is considered as ₹ Nil. Accordingly the disclosure of the minimum lease payments receivable at the Balance sheet date is not made. The amounts received from customers pending to be refunded back are recognised as liabilities. Also refer Note 4.

## Note 48. Commitment and Contingent Liabilities

### a. Commitments

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | 180.67 | 106.83 |

### b. Contingent Liabilities

Claims against the Company not acknowledged as debts:

**(i) Legal claim contingency**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Sales Tax, Entry Tax, VAT | 1.60 | 9.89 |
| Excise Duty, Service Tax, Customs | 14.41 | 35.99 |
| Goods and Service Tax | 11.13 | 17.10 |
| Income Tax | 8.65 | 8.65 |
| Other matter | 1.64 | 1.64 |
| **Total** | **37.43** | **73.27** |

The Company has exposures towards litigation/disputes relating to various matters as set out in the above note. Since the ultimate outcome of these matters are uncertain, the Company has exercised significant judgement to determine the probability of future cash outflow for these matters and has accordingly taken provisions wherever necessary . The management judgement is also supported with legal advice in certain matters as considered appropriate.

**(ii) Guarantees excluding corporate guarantees**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Outstanding Bank guarantees | 149.71 | 131.29 |

## Notes to Standalone Financial Statements (contd.)

### Note 48. Commitment and Contingent Liabilities (contd.)

**(iii) Corporate guarantees**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Corporate guarantees issued by the Company to certain banks for loans taken and credit availed from vendors by certain subsidiaries and a joint venture. Total value of guarantee provided by the Company is ₹125.37 crores (March 31, 2024: ₹122.67 crores) and the outstanding balance of loan in the books of subsidiaries and joint venture is ₹39.23 crores (March 31, 2024: ₹38.13 crores) which has been disclosed under contingent liabilities. | 39.23 | 38.13 |

Details of Guarantees given are as below:

₹ in Crores

| Name of related parties | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| STP Limited | 15.23 | 35.99 |
| Berger Becker Coatings Pvt Ltd | 24.00 | - |
| Berger Hesse Wood Coatings Private Limited | – | 1.47 |
| Beepee Coatings Private Limited | – | 0.67 |
| **Total** | **39.23** | **38.13** |

The above guarantees have been given against loan utilised by the borrowing company and credit availed from vendors for their business activities. Also refer Note 49b.

**(iv) Others**

The Company continues to provide such support as may be necessary to its subsidiaries Berger Rock Paints Private Limited and Berger Paints (Cyprus) Limited [including to the ultimate wholly owned Russian subsidiary Berger Paint Overseas Limited (BPOL)], Lusako Trading Limited (including to the ultimate wholly owned Polish subsidiary Bolix S.A) and joint venture (Berger Nippon Paint Automotive Coatings Pvt. Ltd.) to enable them to continue atleast with their present scale of operations and meet their financial commitments as and when they arise.



Notes to Standalone Financial Statements (contd.)

### Note 49. a. Related Party Transactions

**List of Related Parties**

**I. Parent and Subsidiary Companies (where control relationships exist):**

| Name of related parties | Nature of relationship | Principal place of business |
|---|---|---|
| U K Paints (India) Private Limited* | Ultimate Holding Company | India |
| Berger Jenson & Nicholson (Nepal) Private Limited | Wholly Owned Subsidiary | Nepal |
| Beepee Coatings Private Limited | Wholly Owned Subsidiary | India |
| Berger Paints (Cyprus) Limited | Wholly Owned Subsidiary | Cyprus |
| Lusako Trading Limited | Wholly Owned Subsidiary | Cyprus |
| SBL Specialty Coatings Private Limited | Wholly Owned Subsidiary | India |
| Berger Rock Paints Private Limited | Subsidiary | India |
| Berger Hesse Wood Coatings Private Limited | Subsidiary | India |
| STP Limited | Subsidiary | India |
| Berger Paints Overseas Limited | Wholly Owned Subsidiary of Berger Paints (Cyprus) Limited | Russia |
| Bolix S.A. | Wholly Owned Subsidiary of Lusako Trading Limited | Poland |
| BUILD-TRADE sp. z. o.o. | Wholly Owned Subsidiary of Bolix S.A. | Poland |
| Bolix UKRAINA sp. z.o.o. | Wholly Owned Subsidiary of Bolix S.A. | Ukraine |
| Soltherm External Insulations Limited | Wholly Owned Subsidiary of Bolix S.A. | United Kingdom |
| Soltherm Isolations Thermique Exterieure SAS | Wholly Owned Subsidiary of Bolix S.A. | France |
| Surefire Management Services Limited | Wholly Owned Subsidiary of Bolix S.A. (w.e.f 23rd Apr 2024) [Refer Note 7(i) ] | United Kingdom |

The Principal activities of all entities mentioned above are “Manufacturing Paints and other related product”
* The parties hold more than 5% of the equity shares in the company. (Refer Note 21e)

## Notes to Standalone Financial Statements (contd.)

### Note 49. a. Related Party Transactions (contd.)

**II. Other related parties with whom transactions have taken place during the year:**

**a) Key Management Personnel**

| Name of related parties | Nature of relationship |
|---|---|
| Mr Kuldip Singh Dhingra | Director |
| Mr Gurbachan Singh Dhingra | Director |
| Mr Kanwardip Singh Dhingra | Director (From 3rd Aug 2024 onwards) and relative of Mr Gurbachan Singh Dhingra |
| Ms Rishma Kaur | Director (From 3rd Aug 2024 onwards) and relative of Mr Kuldip Singh Dhingra |
| Mr Abhijit Roy | Managing Director & CEO |
| Mr Kaushik Ghosh | Chief Financial Officer |
| Mr Arunito Ganguly | Vice President & Company Secretary |
| Mr Subir Bose | Independent Director (From 15th May 2024 onwards) |
| Mr Naresh Gujral | Independent Director (Till 19th Aug 2024) |
| Mrs Sonu Halan Bhasin | Independent Director |
| Mr Anoop Hoon | Independent Director |
| Mr Gopal Krishna Pillai | Independent Director |
| Dr Anoop Kumar Mittal | Independent Director |



Notes to Standalone Financial Statements (contd.)

Note 49. a. Related Party Transactions (contd.)

**b) Others**

| Name of related parties | Nature of relationship |
|---|---|
| Berger Becker Coatings Private Limited | Joint Venture of the Company |
| Berger Nippon Paint Automotive Coatings Private Limited | Joint Venture of the Company |
| Jenson & Nicholson (Asia) Limited * | Fellow Subsidiary |
| Berger Paints (Bangladesh) Limited | Fellow Subsidiary |
| Citland Commercial Credits Limited | Fellow Subsidiary |
| Wang Investment & Finance Private Limited | Fellow Subsidiary |
| Kanwar Properties Private Limited | Fellow Subsidiary |
| Berger Paints Provident Fund (Covered) | Post-employment benefit plan of the Company |
| Berger Paints Officers (Non-Management Category) Superannuation Fund | Post-employment benefit plan of the Company |
| Berger Paints Management Staff Superannuation Fund | Post-employment benefit plan of the Company |
| BAICL Employees Superannuation Fund | Post-employment benefit plan of the Company |
| BAICL Employees Gratuity Fund | Post-employment benefit plan of the Company |
| Seaward Packaging Limited | Entity controlled by Key Management Personnel |
| Flex Properties Private Limited | Entity controlled by Key Management Personnel |
| Wazir Estates Private Limited | Entity controlled by Key Management Personnel |
| Malibu Estate Private Limited | Entity controlled by Key Management Personnel |
| Bigg Investments & Finance Private Limited | Entity controlled by Key Management Personnel |
| Oakleaf Probuilt LLP | Entity controlled by Key Management Personnel |
| Pasque Probuilt LLP | Entity controlled by Key Management Personnel |
| Shalimar Tar Products Limited | Entity controlled by Key Management Personnel |
| Naldehra Nest LLP | Entity controlled by Key Management Personnel |
| Countrywide Projects Private Limited | Other Related Party (Till 19th August 2024) |
| Ivycap Ventures Advisors Private Limited | Other Related Party |
| Kfin Technologies Limited | Other Related Party (Till 14th Nov 2023) |
| KSD Family Trust | Mr Kuldip Singh Dhingra – Settlor Trustee |
| GBS Dhingra Family Trust | Mr Gurbachan Singh Dhingra – Settlor Trustee |
| Mrs Meeta Dhingra | Spouse of Mr Kuldip Singh Dhingra |
| Mrs Vinu Dhingra | Spouse of Mr Gurbachan Singh Dhingra |
| Mrs Jessima Kumar | Daughter of Mr Kuldip Singh Dhingra |
| Ms Dipti Dhingra | Daughter of Mr Kuldip Singh Dhingra |
| Mrs Sunaina Kohli | Daughter of Mr Gurbachan Singh Dhingra |
| Mrs Anshna Sawhney | Daughter of Mr Gurbachan Singh Dhingra |
| Mr Aditya Narang | Relative of Ms Rishma Kaur |

* The parties hold more than 5% of the equity shares in the Company. (Refer Note 21e)

## Notes to Standalone Financial Statements (contd.)

### Note 49. b. Disclosure in respect of Related Parties pursuant to Ind AS 24

**A. During the year the following transactions were carried out with the related parties in the ordinary course of business:**

₹ in Crores

| Transaction | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Sale of Goods (includes sale of raw materials, packing materials, intermediates, traded goods and stores) | Berger Becker Coatings Private Limited | 8.81 | 10.58 |
| | Berger Jenson & Nicholson (Nepal) Private Limited | 20.83 | 13.71 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 30.93 | 37.65 |
| | Berger Rock Paints Private Limited | 20.73 | 18.18 |
| | Berger Paints (Bangladesh) Limited | 0.14 | – |
| | Berger Paints Overseas Limited | 0.61 | 1.27 |
| | U K Paints (India) Private Limited | 0.50 | 0.37 |
| | SBL Specialty Coatings Private Limited | 0.66 | 0.08 |
| | STP Limited | 1.09 | 0.86 |
| | Berger Hesse Wood Coatings Private Limited | 3.15 | 3.06 |
| | Countrywide Projects Private Limited* | – | 0.00 |
| | Mr Kuldip Singh Dhingra | 0.04 | 0.02 |
| | Mr Kanwardip Singh Dhingra* | 0.01 | 0.00 |
| | Ms Rishma Kaur* | 0.01 | 0.00 |
| | Mr Aditya Narang* | – | 0.00 |
| | Seaward Packaging Limited | 0.04 | 0.05 |
| Royalty Income | Berger Jenson & Nicholson (Nepal) Private Limited | 2.42 | 2.54 |
| | Berger Paints (Bangladesh) Limited | – | 0.08 |
| Interest Income | Beepee Coatings Private Limited | 2.86 | 2.14 |
| Machinery Rental Income | Beepee Coatings Private Limited | 0.43 | 0.43 |
| Corporate Guarantee Income | STP Limited | 0.05 | 0.05 |
| Processing Income | Berger Nippon Paint Automotive Coatings Private Limited | 9.97 | 10.02 |
| Shared Services Income | Berger Rock Paints Private Limited | 1.52 | 1.08 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.01 | 0.01 |
| Rental Income (Warehouse/Office space) | Berger Rock Paints Private Limited | 0.26 | 0.25 |
| | Berger Nippon Paint Automotive Coatings Private Limited | – | 0.02 |
| | Berger Becker Coatings Private Limited | 0.01 | 0.01 |
| | Berger Hesse Wood Coatings Private Limited | – | 0.01 |
| | Shalimar Tar Products Limited | 0.01 | 0.01 |
| | STP Limited* | 0.00 | 0.00 |
| Software License Income | Berger Jenson & Nicholson (Nepal) Private Limited | 0.25 | 0.83 |

* Refer Note 57



Notes to Standalone Financial Statements (contd.)

### Note 49. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

₹ in Crores

| Transaction | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Purchase of Goods (includes purchase of raw materials, packing materials and traded goods) | U K Paints (India) Private Limited | 139.51 | 130.66 |
| | Berger Becker Coatings Private Limited | 0.17 | 0.21 |
| | SBL Specialty Coatings Private Limited | 1.24 | 5.17 |
| | STP Limited | 21.86 | 19.88 |
| | Bolix S.A.* | 0.05 | 0.00 |
| | Seaward Packaging Private Limited | 98.94 | 101.00 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.67 | 1.97 |
| Processing Charges | U K Paints (India) Private Limited | 31.53 | 36.58 |
| | Seaward Packaging Limited | 0.01 | – |
| | STP Limited | 0.08 | 0.03 |
| | Beepee Coatings Private Limited | 38.90 | 34.86 |
| Rent Expenses | U K Paints (India) Private Limited | 1.23 | 1.97 |
| | Beepee Coatings Private Limited | 0.07 | 0.07 |
| | Kanwar Properties Private Limited | 0.72 | 0.68 |
| | STP Limited* | 0.00 | 0.01 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.06 | 0.06 |
| | Oakleaf Probuilt LLP | 1.59 | 1.50 |
| | Pasque Probuilt LLP | 0.33 | 0.32 |
| | Mrs Meeta Dhingra | 0.08 | 0.07 |
| | Mrs Vinu Dhingra | 0.08 | 0.07 |
| | Mr Kuldip Singh Dhingra | 0.22 | 0.20 |
| | Mr Gurbachan Singh Dhingra | 0.22 | 0.20 |
| Professional Service Expenses | Kfin Technologies Limited | – | 0.02 |
| Unsecured Loan Given | Beepee Coatings Private Limited | 7.03 | 12.36 |
| Unsecured Loan Repaid | Beepee Coatings Private Limited | 4.00 | – |
| Security Deposit Refunded | U K Paints (India) Private Limited | 0.13 | – |
| Sale of Property, plant and equipment | Beepee Coatings Private Limited | 0.11 | – |
| Purchase of Property, plant and equipment | Beepee Coatings Private Limited | – | 0.01 |
| | Bolix S.A. | – | 0.30 |
| Rendering of Manpower Services | U K Paints (India) Private Limited | 0.19 | 0.12 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.07 | 0.07 |
| | STP Limited | – | 0.01 |
| | Berger Becker Coatings Private Limited | 0.17 | 0.18 |
| Manpower Service Expenses | U K Paints (India) Private Limited | 0.14 | 0.15 |
| Contribution to Provident Fund | Berger Paints Provident Fund (Covered) | 28.11 | 24.86 |
| Contribution to Gratuity Fund | BAICL Employees Gratuity Fund | 0.11 | 0.14 |

* Refer Note 57

## Notes to Standalone Financial Statements (contd.)

### Note 49. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

₹ in Crores

| Transaction | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Contribution to Superannuation Fund | Berger Paints Officers (Non-Management Category) Superannuation Fund | 0.28 | 0.46 |
| | Berger Paints Management Staff Superannuation Fund | 2.02 | 1.69 |
| | BAICL Employees Superannuation Fund | 0.04 | 0.05 |
| Commission to Non-Executive Directors | Mr Kuldip Singh Dhingra | 0.18 | 0.18 |
| | Mr Gurbachan Singh Dhingra | 0.10 | 0.10 |
| | Ms Rishma Kaur | 0.79 | – |
| | Mr Kanwardip Singh Dhingra | 0.79 | – |
| | Mr Naresh Gujral | 0.03 | 0.07 |
| | Mrs Sonu Halan Bhasin | 0.08 | 0.07 |
| | Mr Anoop Hoon | 0.08 | 0.07 |
| | Mr Gopal Krishna Pillai | 0.08 | 0.07 |
| | Dr Anoop Kumar Mittal | 0.08 | 0.07 |
| | Mr Subir Bose | 0.08 | – |
| Key Management Personnel Compensation (including post employment benefits and share based payments) | Mr Abhijit Roy | 9.41 | 8.28 |
| | Mr Kaushik Ghosh | 1.03 | 0.96 |
| | Mr Arunito Ganguly | 0.67 | 0.63 |
| | Mr Kanwardip Singh Dhingra | 0.33 | 0.72 |
| | Ms Rishma Kaur | 0.33 | 0.72 |
| Dividend Payment | U K Paints (India) Private Limited | 204.41 | 155.73 |
| | Jenson & Nicholson (Asia) Limited | 59.08 | 45.01 |
| | Citland Commercial Credits Limited | 12.98 | 9.89 |
| | Wang Investment & Finance Private Limited | 12.59 | 9.60 |
| | Bigg Investment & Finance Private Limited | 3.34 | 2.54 |
| | KSD Family Trust | 3.49 | 2.66 |
| | GBS Dhingra Family Trust | 2.48 | 1.89 |
| | Mr Kuldip Singh Dhingra | 2.32 | 1.76 |
| | Mr Gurbachan Singh Dhingra | 1.87 | 1.42 |
| | Mrs Vinu Dhingra | 1.64 | 1.25 |
| | Mrs Meeta Dhingra | 0.42 | 0.32 |
| | Mr Kanwardip Singh Dhingra | 0.29 | 0.22 |
| | Mrs Anshna Sawhney | 0.25 | 0.19 |
| | Mrs Jessima Kumar | 0.25 | 0.19 |
| | Ms Rishma Kaur | 0.25 | 0.19 |
| | Mrs Sunaina Kohli | 0.25 | 0.19 |
| | Ms Dipti Dhingra | 0.06 | 0.04 |
| | Mr Abhijit Roy | 0.03 | 0.02 |
| | Mr Naresh Gujral | 0.01 | 0.01 |
| | Mr Kaushik Ghosh | 0.01 | 0.01 |
| Dividend Receipt | Berger Jenson & Nicholson (Nepal) Private Limited | 51.76 | – |
| | Berger Becker Coatings Private Limited | 2.14 | 2.06 |



Notes to Standalone Financial Statements (contd.)

Note 49. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

**B. Balances outstanding at the year end (including commitments):**

₹ in Crores

| Outstanding | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Payable | U K Paints (India) Private Limited | 39.17 | 31.04 |
| | Seaward Packaging Limited | 20.03 | 24.34 |
| | STP Limited | 4.91 | 3.51 |
| | SBL Specialty Coatings Private Limited | 0.01 | 0.59 |
| | Beepee Coatings Private Limited | 5.35 | 4.94 |
| | Berger Paints Management Staff Superannuation Fund | 0.18 | – |
| | Wazir Estates Private Limited* | – | 0.00 |
| | Kanwar Properties Private Limited* | – | 0.00 |
| | Countrywide Projects Private Limited* | 0.00 | 0.00 |
| | Mr Abhijit Roy | 1.55 | 1.68 |
| | Mr Kaushik Ghosh | 0.02 | 0.02 |
| | Mr Arunito Ganguly | 0.02 | 0.02 |
| | Mr Kanwardip Singh Dhingra | 0.79 | 0.02 |
| | Ms Rishma Kaur | 0.79 | 0.01 |
| | Mr Naresh Gujral | – | 0.07 |
| | Mr Anoop Hoon | 0.08 | 0.07 |
| | Mrs Sonu Halan Bhasin | 0.08 | 0.07 |
| | Mr Gopal Krishna Pillai | 0.08 | 0.07 |
| | Dr Anoop Kumar Mittal | 0.08 | 0.07 |
| | Mr Subir Bose | 0.08 | – |
| | Mr Aditya Narang* | 0.00 | 0.00 |
| | Mr Kuldip Singh Dhingra | 0.17 | 0.18 |
| | Mr Gurbachan Singh Dhingra | 0.10 | 0.10 |
| Receivable | Berger Becker Coatings Private Limited | 3.59 | 7.16 |
| | Berger Jenson & Nicholson (Nepal) Private Limited | 9.82 | 3.30 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 18.80 | 21.49 |
| | Bolix S.A. | 0.01 | 0.11 |
| | Berger Paints Overseas Limited | 0.11 | 0.24 |
| | Berger Rock Paints Private Limited | 9.55 | 10.87 |
| | Berger Hesse Wood Coatings Private Limited | 1.36 | 1.01 |
| | Berger Paints (Bangladesh) Limited | 0.36 | 0.31 |
| | Shalimar Tar Products Limited | 0.02 | 0.01 |

* Refer Note 57

## Notes to Standalone Financial Statements (contd.)

### Note 49. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

₹ in Crores

| Outstanding | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Unsecured Loan Receivable | Beepee Coatings Private Limited | 39.53 | 36.50 |
| Interest Receivable | Beepee Coatings Private Limited | 1.32 | 0.38 |
| Security Deposit Receivable | U K Paints (India) Private Limited | 0.10 | 0.22 |
| | Kanwar Properties Private Limited | 0.08 | 0.08 |
| | Oakleaf Probuilt LLP | 0.15 | 0.15 |
| | Mr Kuldip Singh Dhingra | 0.01 | 0.01 |
| | Mr Gurbachan Singh Dhingra | 0.01 | 0.01 |
| Bank Guarantee Outstanding | Beepee Coatings Private Limited | – | 0.83 |
| Corporate Guarantee outstanding (Also Refer Note 48) | STP Limited | 15.23 | 35.99 |
| | Berger Becker Coatings Private Limited | 24.00 | – |
| | Berger Hesse Wood Coatings Private Limited | – | 1.47 |

**C. Details of remuneration to Key Managerial Personnel is given below**

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| – Short-term employee benefits | 10.38 | 10.14 |
| – Post employment benefits | 1.28 | 1.04 |
| – Share based payment | 0.12 | 0.13 |
| | **11.78** | **11.31** |

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. No share options have been granted to the non-executive members of the Board of Directors under this scheme.

Refer to Note 46 for further details of the scheme.

* Refer Note 57.

**Notes:**

Terms and conditions of transactions with related parties:

Transactions relating to dividend were on the same terms and conditions that applied to other shareholders. The sales to and purchases from related parties are made in the ordinary course of business and at arm's length prices. Outstanding balances at the year-end except loan given to a subsidiary are unsecured and interest free and settlement occurs in cash. No provisions are held against receivables from related parties.



Notes to Standalone Financial Statements (contd.)

### Note 50. Segment Information

The Company is engaged in the business of manufacturing and selling of paints. Based on the nature of products, production process, regulatory environment, customers and distribution methods there are no reportable segment(s) other than "Paints".

The Business Process and Risk Management Committee of the Company, approved by the Board of Directors and Audit Committee performs the function of allotment of resources and assessment of performance of the Company. Considering the level of activities performed, frequency of their meetings and level of finality of their decisions, the Company has identified that Chief Operating Decision Maker function is being performed by the Business Process and Risk Management Committee. The financial information presented to the Business Process and Risk Management Committee in the context of results and for the purposes of approving the annual operating plan is on a consolidated basis for various products of the Company. As the Company's business activity falls within a single business segment viz., 'Paints' and the sales substantially being in the domestic market, the financial statements are reflective of the information required by Ind AS 108 "Operating Segments".

In terms of Ind AS 108 'Segment Reporting' prescribed under Section 133 of the Companies Act, 2013 Segment Information is presented in the Standalone Financial Statements of the Company. Given below is the information relating to Geographical Market of the Company:

₹ in Crores

| Particulars | As at and for the year ended March 31, 2025 | As at and for the year ended March 31, 2024 |
|---|---|---|
| 1. Revenue from Operations (based on Customer Destination) | | |
| Within India | 10,055.71 | 9,883.18 |
| Outside India | 31.24 | 24.37 |
| **Total** | **10,086.95** | **9,907.55** |
| 2. Non Current Assets excluding Income Tax Assets (Net) and Financial Assets | | |
| Within India | 3,113.39 | 3,026.67 |
| **Total** | **3,113.39** | **3,026.67** |

No customer individually accounted for more than 10% of the revenues during the year ended March 31, 2025 and March 31, 2024.

### Note 51. Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

**(a) Financial assets and liabilities measured at fair value through profit or loss at March 31, 2025**

₹ in Crores

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Investment in Mutual Funds | 303.96 | – | – | 303.96 |

## Notes to Standalone Financial Statements (contd.)

### Note 51. Fair Value Hierarchy (contd.)

**Financial assets and liabilities measured at fair value through profit or loss at March 31, 2024**

₹ in Crores

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Investment in Mutual Funds | 51.35 | – | – | 51.35 |

**(b) Financial instruments at amortized cost**

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

**(c)** During the year there has been no transfer from one level to another.

**(d)** In determining fair value measurement, the impact of potential climate-related matters, including legislation, which may affect the fair value measurement of assets and liabilities in the financial statements, as applicable, has been considered. These risks in respect of climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts. At present, the impact of climate-related matters is not material to the Company's financial statements.

### Note 52. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's working capital requirements. The Company has various financial assets such as trade receivables, loans, investments, short-term deposits and cash & cash equivalents, which arise directly from its operations. The Company may enter into derivative transactions by way of forward exchange contracts to hedge its payables.

**Risk Management Framework**

The Company is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risks. The Company's Board of Directors is supported by the Business Process and Risk Management Committee (BPRMC) that advises on financial risks and the appropriate financial risk governance framework for the Company. The BPRMC provides assurance to the Company's Board of Directors that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by personnels that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board has taken all necessary



Notes to Standalone Financial Statements (contd.)

### Note 52. Financial risk management objectives and policies (contd.)

actions to mitigate the risks identified on the basis of the information and situation present. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

**(i) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market factors. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk, liquidity risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and financial derivative.

The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant at March 31, 2025.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations.

The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.
- The sensitivity of equity is calculated as at March 31, 2025 for the effects of the assumed changes of the underlying risk.

**(ii) Interest rate risk**

The Company has incurred short term debt to finance its working capital , which exposes it to interest rate risk. Borrowings issued at variable rates expose the Company to interest rate risk. Borrowing issued at fixed rates expose the Company to fair value interest rate risk. The Company's interest rate risk management policy includes achieving the lowest possible cost of debt financing, while managing volatility of interest rates, applying a prudent mix of fixed and floating debt through evaluation of various bank loans and money market instruments.

The Company does not have any significant variable rate interest bearing liabilities as at March 31, 2025 and March 31, 2024, hence there would not be any material impact on pretax profit and pre tax equity of the Company on account of any anticipated fluctuations in interest.

**(iii) Foreign currency risk**

The Company has a policy wherein it can enter into foreign exchange forward contracts to manage risk of foreign exchange fluctuations. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in exchange rates of any currency. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities by way of direct imports or financing of imports through foreign currency instruments.

There is no outstanding derivative contract as at March 31, 2025 and March 31, 2024.

## Notes to Standalone Financial Statements (contd.)

### Note 52. Financial risk management objectives and policies (contd.)

**Foreign currency sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in USD/Euro/JPY exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

| Year ended | Currency | Change in USD/EURO/ JPY rate(%) | Effect on profit before tax (₹ in crores) | Effect on pre-tax equity (₹ in crores) |
|---|---|---|---|---|
| **March 31, 2025** | USD | 5% | (7.78) | (7.78) |
| | USD | -5% | 7.78 | 7.78 |
| | EURO | 5% | (0.10) | (0.10) |
| | EURO | -5% | 0.10 | 0.10 |
| | | | | |
| **March 31, 2024** | USD | 5% | (7.27) | (7.27) |
| | USD | -5% | 7.27 | 7.27 |
| | EURO | 5% | (0.07) | (0.07) |
| | EURO | -5% | 0.07 | 0.07 |
| | JPY | 5% | (0.01) | (0.01) |
| | JPY | -5% | 0.01 | 0.01 |

**(iv) Commodity price risk**

The Company doesn't enter into any long term contract with its suppliers for hedging its commodity price risk.

**(v) Equity price risk**

The Company does not have any investments in listed securities or in Equity Mutual Funds and thereby is not exposed to any Equity price risk.

**(vi) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments, as applicable.

The concentration of Credit Risk is limited as the customer base is large. There is no customer representing more than 10% of the total balance of trade receivable. As a practical expedient, the Company computes credit loss allowances based on a provision matrix. The provision matrix is prepared based on historically observed default rates over expected life of trade receivable and is adjusted for forward looking estimates. The Company believes that the current value of trade receivables reflects the fair value/ recoverable values.

₹ in Crores

| Movement in expected credit loss allowance on trade receivable | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balance at the beginning of the year | 34.50 | 31.83 |
| Impairment loss allowance/(reversal) measured at lifetime expected credit losses (net of bad debts) | 14.50 | 2.67 |
| **Balance at the end of the year** | **49.00** | **34.50** |



Notes to Standalone Financial Statements (contd.)

Note 52. Financial risk management objectives and policies (contd.)

**Trade receivables and contract assets if any**

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Individual credit limits are defined in accordance with credit quality of customers as assessed by the management. Outstanding customer receivables are regularly monitored and corrective actions are taken, as required.

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Business Process and Risk Management Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**(vii) Liquidity risk**

The Company monitors its risk of a shortage of funds using a liquidity planning analysis.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and buyers' credit facilities. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

₹ in Crores

| Particulars | On demand | < 1 year | 1 to 5 years | > 5 years | Total |
|---|---|---|---|---|---|
| **As at March 31, 2025** | | | | | |
| Financial Liabilities | | | | | |
| Borrowings | 0.39 | – | – | – | 0.39 |
| Lease liabilities* | - | 105.21 | 341.23 | 215.28 | 661.72 |
| Other financial liabilities # | 4.31 | 106.76 | 65.02 | – | 176.09 |
| Trade payables | 9.15 | 1,560.19 | – | – | 1,569.34 |
| Financial Guarantee {Refer note 48 (iii)} | 39.23 | – | – | – | 39.23 |
| | **53.08** | **1,772.16** | **406.25** | **215.28** | **2,446.77** |

# Includes contractual interest payment based on interest rate prevailing at the end of the reporting period amounting to ₹3.06 crores and ₹2.07 crores as at March 31, 2025 and March 31, 2024 respectively.

*For maturity profile of lease liabilities, refer Note 47(iv).

## Notes to Standalone Financial Statements (contd.)

### Note 52. Financial risk management objectives and policies (contd.)

₹ in Crores

| Particulars | On demand | < 1 year | 1 to 5 years | > 5 years | Total |
|---|---|---|---|---|---|
| **As at March 31, 2024** | | | | | |
| Financial Liabilities | | | | | |
| Borrowings | 64.41 | – | – | – | 64.41 |
| Lease liabilities* | – | 102.89 | 350.69 | 262.65 | 716.23 |
| Other financial liabilities # | 4.35 | 103.98 | 69.59 | – | 177.92 |
| Trade payables | 8.79 | 1,558.40 | – | – | 1,567.19 |
| Financial Guarantee {Refer note 48 (iii)} | 38.13 | – | – | – | 38.13 |
| | **115.68** | **1,765.27** | **420.28** | **262.65** | **2,563.88** |

# Includes contractual interest payment based on interest rate prevailing at the end of the reporting period amounting to ₹3.06 crores and ₹2.07 crores as at March 31, 2025 and March 31, 2024 respectively.

* For maturity profile of lease liabilities, refer Note 47(iv).

### Note 53. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company avails short term borrowings to bridge its working capital gap and finances its capital expenditure through internal generation of funds. The Company has a generally low debt equity ratio.

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Borrowings (Note 27) | 0.39 | 64.41 |
| Lease liabilities (Note 47) | 492.10 | 514.91 |
| Less: cash and cash equivalents (Note 16) | (141.39) | (151.20) |
| **Net debt (A)** | **351.10** | **428.12** |
| Total capital (B) | 5,681.06 | 5,005.24 |
| **Capital and net debt (C=A+B)** | **6,032.16** | **5,433.36** |
| Gearing ratio (A/C) | 6% | 8% |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements,



Notes to Standalone Financial Statements (contd.)

### Note 53. Capital management (contd.)

if any. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The above ratio is within the company's acceptable range.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025 and March 31, 2024.

### Note 54. Ratio Analysis and its elements

| Ratio | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % change |
|---|---|---|---|---|---|
| Current ratio | Current Assets | Current Liabilities | 2.08 | 1.78 | 17% |
| Debt- Equity ratio ## | Borrowings (including lease liabilities) | Total equity | 0.09 | 0.12 | -25% |
| Debt Service Coverage ratio # | Net Profit after taxes + depreciation and amortization + Finance cost | Finance cost + Lease payments (excluding short term lease rent) | 8.99 | 6.54 | 37% |
| Return on Equity ratio | Net Profits after taxes | Average Shareholder's Equity | 20.17% | 21.83% | -8% |
| Inventory Turnover ratio | Cost of goods sold + Manufacturing expenses | Average inventories of goods | 3.10 | 3.11 | 0% |
| Trade Receivable Turnover ratio | Revenue from operations | Average trade receivables | 9.53 | 10.15 | -6% |
| Trade Payable Turnover ratio | Total purchases including purchase of raw material, packing material and purchase of traded goods | Average Trade Payables | 4.00 | 3.63 | 10% |
| Net Capital Turnover ratio @ | Revenue from operations | Working capital = Current assets – Current liabilities | 4.73 | 6.30 | -25% |
| Net Profit ratio | Net Profit | Revenue from operations | 0.11 | 0.10 | 10% |
| Return on Capital Employed | Earnings before interest and taxes | Capital Employed = Net Worth- Intangible assets - Intangible assets under development + Borrowings (including lease liabilities) + Deferred Tax Liability | 23.86% | 25.54% | -7% |
| Return on Fixed Deposits | Interest Income on Deposits with Banks | Average Investment (Fixed Deposit) | 7.24% | 6.75% | 7% |
| Return on Mutual Funds * | Net gain on Mutual Fund Investments | Average Investment (Mutual Fund) | 9.28% | 13.73% | -32% |

# Improvement in Debt Service Coverage ratio is on account of decrease in lease payments in current financial year as compared to previous financial year.

## Improvement in debt equity ratio is on account of decrease in borrowings in current financial year as compared to previous financial year.

@ Decrease in net capital turnover ratio is on account of increase in working capital in current financial year as compared to previous year due to decrease in short term borrowings.

* Decrease in return on mutual funds is on account of increase in average investments during the year.

## Notes to Standalone Financial Statements (contd.)

### Note 55. A. Additional regulatory information required by Schedule III to the Companies Act, 2013

(i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the Rules made thereunder.

(ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the year.

(v) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

(vi) The Company has complied with the number of layers prescribed under (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017.

(vii) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(ix) The Company does not have any transactions with companies struck off.

(x) Quarterly returns or statements of current assets filed by the Company with the banks in connection with the working capital limit sanctioned are in agreement with the books of accounts except as mentioned in Note 27.

### Note 55. B. Disclosure as per Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of Investments made are given in Note 7.

(ii) Details of Loans given are disclosed in Note 9 and Note 18.

(iii) Details of Guarantees given are disclosed in Note 48(b)(iii).



Notes to Standalone Financial Statements (contd.)

### Note 55. C.

In respect of loans granted to a subsidiary company, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular except in the following cases:

₹ in Crores

| Name of the Subsidiary Company | Amount | Due date | Date of payment | Extent of delay | Remarks, if any |
|---|---|---|---|---|---|
| Beepee Coatings Private Limited | 0.68 | 30-Jun-24 | 25-Jul-24 | 25 days | Delay in receipts of interest |
| | 0.72 | 30-Sep-24 | 17-Oct-24 | 17 days | |
| | 0.72 | 31-Dec-24 | 12-May-25 | 132 days | |
| | 0.74 | 31-Mar-25 | 12-May-25 | 42 days | |

The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties other than as mentioned above.

### Note 56.

The Company has used accounting software (Oracle) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled in the Oracle application for direct changes to data in certain database tables for part of the year i.e., from April 01, 2024 till March 11, 2025. Further no instance of audit trail feature being tampered with was noted in respect of accounting software where the audit trail has been enabled. Additionally, the Company has recorded and preserved audit trail in full compliance with the requirements of section 128(5) of the Companies Act, 2013, in respect of the financial year ended March 31, 2024 to the extent it was enabled and recorded in respect of that year.

The Company has used a payroll software (Darwin Box) for part of the year (April 01, 2024 – June 30, 2024) which is operated by a third-party software service provider, for maintaining its books of account. Management is not in possession of Service Organisation Controls report to determine whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with, in respect of an accounting software where the audit trail has been enabled. Additionally, in the absence of Service Organisation Controls report, we are unable to assess whether the audit trail has been preserved as per the statutory requirements for record retention.

### Note 57.

All figures are in Rupees Crores unless otherwise stated. Figures marked with (*) are below the rounding off norm adopted by the Company.

### Note 58.

There were no significant adjusting events after end of the reporting period which require any adjustment or disclosure in the financial statements subsequent to the reporting period.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number : 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)

## FORM AOC -1

[Pursuant to First Proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

## Statement Containing Salient Features of the Financial Statement of Subsidiaries/Associate Companies/Joint ventures

### Part "A" : Subsidiaries

| Sl. No. | Name of subsidiary | Berger Jenson & Nicholson (Nepal) Private Limited | Beepee Coatings Private Limited | SBL Specialty Coatings Private Limited | Berger Paints (Cyprus) Limited | Lusako Trading Limited | Berger Paints Overseas Limited | Bolix S.A | Build Trade sp. z.o.o | Bolix UKRAINE sp. z.o.o | Soltherm External Insulations Limited | Soltherm Isolations Thermique Exterieure SAS | Surefire Management Services Limited | Berger Hesse Wood Coatings Private Limited | Berger Rock Paints Private Limited | STP Limited |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Reporting Period | 13-03-2025 | 31-03-2025 | 31-03-2025 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-12-2024 | 31-03-2025 | 31-03-2025 | 31-03-2025 |
| 2 | Reporting Currency | Nepalese Rs | INR | INR | USD | USD | Russian Ruble | Polish Zloty | Polish Zloty | Ukranian hrywnia | GBP | EUR | GBP | INR | INR | INR |
| 3 | Exchange Rate as on last date of relevant Financial year in case of foreign subsidiaries | 0.62 | 1.00 | 1.00 | 85.60 | 85.60 | 0.76 | 20.73 | 20.73 | 2.05 | 107.46 | 89.09 | 107.46 | 1.00 | 1.00 | 1.00 |
| 4 | Share Capital* (₹ in Crores) | 2.16 | 2.50 | 2.96 | 139.74 | 413.20 | 1.43 | 20.73 | 0.10 | 0.16 | 0.32 | 0.04 | 0.00 | 2.02 | 8.00 | 19.75 |
| 5 | Reserves & surplus (₹ in Crores) | 221.56 | 6.89 | 152.46 | (18.95) | (74.87) | (102.41) | 297.38 | (0.02) | 1.10 | 18.86 | 1.66 | (24.96) | (0.94) | (1.51) | 100.15 |
| 6 | Total assets (₹ in Crores) | 277.30 | 61.71 | 206.98 | 120.84 | 338.40 | 30.49 | 505.14 | 0.08 | 4.05 | 95.81 | 5.73 | 98.60 | 15.68 | 20.89 | 226.43 |
| 7 | Total liabilities* (₹ in Crores) | 53.58 | 52.32 | 51.56 | 0.05 | 0.07 | 131.47 | 187.03 | (0.00) | 2.79 | 76.63 | 4.03 | 123.56 | 14.60 | 14.40 | 106.53 |
| 8 | Investments* (₹ in Crores) | - | 0.00 | 29.73 | – | 338.37 | – | 80.97 | 0.01 | – | 10.78 | – | – | – | – | – |
| 9 | Turnover (₹ in Crores) | 196.47 | 39.03 | 178.70 | – | – | 16.70 | 443.76 | – | 12.96 | 101.85 | 22.73 | 101.47 | 23.16 | 38.27 | 396.03 |
| 10 | Profit/(loss) before taxation (₹ in Crores) | 41.34 | (1.28) | 40.44 | (0.10) | (0.56) | (0.47) | 55.81 | (0.01) | 0.10 | 8.08 | 2.20 | (37.52) | 0.10 | 2.85 | 29.72 |
| 11 | Provision for taxation (₹ in Crores) | 8.64 | 0.31 | 10.38 | – | – | – | 10.98 | – | 0.02 | 2.71 | 0.56 | (9.32) | 0.01 | – | 8.10 |
| 12 | Profit/(loss) after taxation (₹ in Crores) | 32.70 | (1.59) | 30.06 | (0.10) | (0.56) | (0.47) | 44.83 | (0.01) | 0.08 | 5.37 | 1.64 | (28.20) | 0.09 | 2.85 | 21.62 |
| 13 | Proposed Dividend | – | – | – | – | – | – | – | – | – | – | – | – | – | – | – |
| 14 | % of shareholding | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 51% | 51% | 95.53% |

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - Not Applicable.
2. Names of subsidiaries which have been liquidated or sold during the year - Not Applicable.
3. Turnover includes Other Income and Other Operating Revenue.
4. Figures marked with (*) are below the rounding off norms adopted by the Company.

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR** – Chairman (DIN: 00043154)
**KANWARDIP SINGH DHINGRA** – Vice-Chairman (DIN: 02696670)
**ABHIJIT ROY** – Managing Director & CEO (DIN: 03439064)
**KAUSHIK GHOSH** – CFO (ACA – 059971)
**ARUNITO GANGULY** – Vice President & Company Secretary (FCS – 9285)

Place: Kolkata
Dated: May 14, 2025

### Part "B": Associates and Joint Ventures

## Statement Pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Sl. No. | Name of Associates / Joint Ventures | Berger Becker Coatings Private Limited (INR) | Berger Nippon Paint Automotive Coatings Private Limited "Formerly BNB Coatings India Pvt. Ltd. (INR) |
|---|---|---|---|
| | | Joint Venture | Joint Venture |
| 1 | Latest audited Balance Sheet Date | 31-03-2025 | 31-03-2025 |
| 2 | Shares of Associate / Joint Ventures held by the company on the year end | | |
| | i) Number | 2,70,850 | 15,48,376 |
| | ii) Amount of Investment in Associates/Joint Venture (₹ in Crores) | 2.71 | 154.84 |
| | iii) Extend of Holding % | 48.98% | 49.00% |
| 3 | Description of how there is significant influence | Shareholding more than 20% | Shareholding more than 20% |
| 4 | Reasons why the associate/ joint venture is not consolidated | BPIL does not have substantive rights | BPIL does not have substantive rights |
| 5 | Net worth attributable to shareholding as per latest audited Balance Sheet (₹ in Crores) | 162.70 | 330.41 |
| 6 | Profit/(Loss) for the year (₹ in Crores) | | |
| | i) Considered in consolidation | 6.51 | 25.42 |
| | ii) Not Considered in consolidation | 6.78 | 26.45 |

**Notes:** The following information shall be furnished at the end of the statement :

1. Names of associates or joint ventures which are yet to commence operations - Not Applicable.
2. Names of associates or joint ventures which have been liquidated or sold during the year- Not Applicable.

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR** – Chairman (DIN: 00043154)
**KANWARDIP SINGH DHINGRA** – Vice-Chairman (DIN: 02696670)
**ABHIJIT ROY** – Managing Director & CEO (DIN: 03439064)
**KAUSHIK GHOSH** – CFO (ACA – 059971)
**ARUNITO GANGULY** – Vice President & Company Secretary (FCS – 9285)

Place: Kolkata
Dated: May 14, 2025

# Financial Summary of Berger Paints India Limited

## (Standalone) – Five Years at A Glance

₹ in Crores

| | 2024-25 | 2023-24 | 2022-23 | 2021-22 | 2020-21 |
|---|---|---|---|---|---|
| Revenue from Operations | 10,169.22 | 10,002.93 | 9,470.62 | 7,740.93 | 6,021.41 |
| % Growth | 1.66 | 5.62 | 22.34 | 28.56 | 5.79 |
| Other Income | 122.21 | 57.44 | 77.15 | 63.12 | 55.77 |
| Materials Consumed | 6,088.59 | 6,003.31 | 6,087.12 | 4,846.09 | 3,438.58 |
| Employee Benefits Expense | 605.50 | 537.27 | 458.12 | 400.58 | 352.71 |
| Other Expenses | 1,800.99 | 1,790.68 | 1,579.53 | 1,311.73 | 1,133.17 |
| Operating Profit - EBITDA | 1,796.35 | 1,729.11 | 1,423.00 | 1,245.65 | 1,152.72 |
| % to Net Revenue | 17.66 | 17.29 | 15.03 | 16.09 | 19.14 |
| Depreciation/Amortization | 317.75 | 296.99 | 234.00 | 197.53 | 186.12 |
| Finance Cost | 47.86 | 64.66 | 86.28 | 42.93 | 33.22 |
| Profit Before Tax & Exceptional Item | 1,430.74 | 1,367.46 | 1,102.72 | 1,005.19 | 933.38 |
| Exceptional Items | – | – | – | – | (14.80) |
| Profit Before Tax | 1,430.74 | 1,367.46 | 1,102.72 | 1,005.19 | 918.58 |
| Tax Expense | 353.24 | 352.41 | 274.33 | 255.33 | 237.80 |
| Profit After Tax | 1,077.50 | 1,015.05 | 828.39 | 749.86 | 680.78 |
| Return On Net Worth ( % ) | 18.97 | 20.28 | 19.29 | 19.92 | 20.76 |
| Dividend – including Tax on Dividend | 408.03 | 310.86 | 301.11 | 271.96 | 29.14 |
| Retained Earnings ## | 1,077.50 | 1,015.05 | 828.39 | 749.86 | 680.78 |
| Shareholders' Funds: | | | | | |
| Share Capital | 116.59 | 116.58 | 97.14 | 97.13 | 97.13 |
| Reserves and Surplus | 5,564.47 | 4,888.66 | 4,198.05 | 3,666.76 | 3,182.48 |
| **Total** | **5,681.06** | **5,005.24** | **4,295.19** | **3,763.89** | **3,279.61** |
| Deferred Tax Liability (Net) | 38.96 | 37.06 | 25.57 | 23.18 | 26.38 |
| Borrowings | 0.39 | 64.41 | 674.70 | 515.56 | 155.44 |
| Other current and non-current liabilities | 2,456.10 | 2,474.95 | 2,404.63 | 2,323.27 | 1,906.65 |
| **Equity And Liabilities** | **8,176.51** | **7,581.66** | **7,400.09** | **6,625.90** | **5,368.08** |
| Fixed Assets (includes Property, Plant & Equipment, CWIP, Intangible assets & Right-of-use assets) | 3,052.38 | 3,012.61 | 2,819.12 | 2,213.60 | 1,599.19 |
| Investments | 1,049.38 | 796.77 | 771.55 | 681.42 | 585.87 |
| Other current and non-current assets | 4,074.75 | 3,772.28 | 3,809.42 | 3,730.88 | 3,183.02 |
| **Assets** | **8,176.51** | **7,581.66** | **7,400.09** | **6,625.90** | **5,368.08** |
| Debt – Equity Ratio | 0 : 1 | 0.01 : 1 | 0.16 : 1 | 0.14 : 1 | 0.05 : 1 |
| Cash Earnings Per Share (₹) | 11.97 | 11.25 | 9.11 | 9.75* | 8.92* |
| Earnings Per Share – Basic (₹) | 9.24 | 8.71 | 7.11 | 7.72* | 7.01* |
| Earnings Per Share – Diluted (₹) | 9.24 | 8.71 | 7.11 | 7.72* | 7.01* |
| Book Value Per Share (₹) | 48.72 | 42.93 | 36.84 | 38.74* | 33.76* |
| Dividend per share (₹) | 3.80 | 3.50 | 3.20 | 3.10 | 2.80 |
| Number of employees | 4,760 | 4,445 | 4,088 | 3,931 | 3,814 |

* On September 25, 2023, the Company had allotted 19,42,84,497 bonus shares of Rupee one each (fully paid up) in the proportion of 1 bonus share for every 5 fully paid up equity shares. However, impact of the bonus shares have not been considered in adjusting Cash earnings per share, Earnings per share (Basic & Diluted) and Book value per share for the previous financial years 2020-2021 and 2021-2022. Hence the numbers are not comparable with previous years.

## Retained Earnings includes Dividend payout.



# Independent Auditor's Report

## To the Members of Berger Paints India Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Berger Paints India Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures comprising of the consolidated Balance Sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint ventures as at March 31, 2025, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

## Auditor's Report of the Consolidated Financial Statements (contd.)

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| **Revenue recognition** *(as described in Note 3.6 and Note 35 of the consolidated financial statements)* | |
| The Group recognizes revenues when the control of goods and/or services are transferred to the customer at an amount that reflects the net consideration, which the Group expects to receive for those goods and/or services from customers in accordance with the terms of the contracts. In determining the sales price, the Group considers the effects of applicable rebates and discounts (variable consideration).<br><br>The terms of sales arrangements, including the timing of transfer of control, based on the terms of relevant contract and nature of discount and rebates arrangements, create complexities that require judgment in determining sales revenues. Considering the above factors and the risk associated with revenue recognition, we have determined the same to be a key audit matter | Our audit procedures included the following:<br><br>1) We read and evaluated the Group's revenue recognition policy and assessed its compliance in terms of Ind AS 115 'Revenue from contracts with customers'.<br><br>2) We assessed the design and tested the operating effectiveness of internal controls related to sales and applicable rebates/discounts.<br><br>3) We performed test for a sample of individual revenue transactions by comparing the underlying sales invoices, sales orders and other related documents to assess that revenue is recognized on transfer of control to the customer in accordance with the terms of the contract.<br><br>4) We tested, on a sample basis, rebates and discount schemes against the underlying documents to assess that the actual rebates and discounts recognized are as per the approved schemes and are appropriately recorded.<br><br>5) We tested, on a sample basis, that revenue has been recognized in the proper period with reference to the supporting documents.<br><br>6) We tested underlying documentation for journal entries which were considered to be material related to revenue recognition.<br><br>7) We read and assessed the relevant disclosures made in the consolidated financial statements. |
| **Assessment of Impairment of Goodwill** *(as described in Note 45 of the consolidated financial statements)* | |
| The Group has goodwill in consolidated financial statements for the year ended March 31,2025 including significant amount of such goodwill recognized in the consolidated financial statements of one of the subsidiaries. These are allocated to Cash Generating Units (CGUs) and are tested annually for impairment. This testing is done by computing the value in use based on discounted cash flow method. The value in use so determined is compared with the carrying values and if there is a deficit, impairment loss is recognised.<br><br>The inputs to the impairment testing model which have the most significant impact on the CGU's recoverable value include:<br><br>– Projected revenue growth, operating margins and operating cash-flows;<br><br>– Stable long-term growth rates till perpetuity; and<br><br>– Discount rates<br><br>Considering that the impairment assessment requires consideration of above inputs that involves significant management judgement, this has been identified as a key audit matter. | Our audit procedures included the following:<br><br>1) We obtained an understanding of the impairment assessment process and evaluated the design and tested the operating effectiveness of the controls in respect of the same.<br><br>2) In respect of the goodwill recognized in the consolidated financial statements of subsidiary, we made enquiries on audit procedures performed by the component auditor.<br><br>The audit procedures carried out by component auditor of the subsidiary includes the following:<br><br>a) Evaluated the methodology applied by the subsidiary in determining the CGUs to which goodwill is allocated.<br><br>b) Verified the recoverable amount ascertained by the management of the subsidiary under Discounted Cash Flow method based on business projection and valuation assumptions.<br><br>c) Discussed of potential changes in key drivers as compared to previous year/actual performance with management of the company to verify the inputs and assumptions used in the cash flow forecasts.<br><br>3) In respect of the goodwill related to companies other than the above step-down subsidiary, we have performed following procedures:<br><br>a) Evaluated management's key assumptions in respect of future sales growth rate, operating cash flows, perpetuity growth rate and discount rate used in impairment assessment.<br><br>b) Involved specialists to assist us in the evaluation of impairment exercise carried out by the management.<br><br>4) We performed sensitivity analysis to determine the impact of changes in the key assumptions.<br><br>5) We read and assessed the disclosures made in the consolidated financial statements. |



Auditor's Report of the Consolidated Financial Statements (contd.)

### Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its joint ventures are also responsible for overseeing the financial reporting process of their respective companies.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

## Auditor's Report of the Consolidated Financial Statements (contd.)

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint ventures of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Auditor's Report of the Consolidated Financial Statements (contd.)

### Other Matter

We did not audit the financial statements and other financial information, in respect of nine (9) subsidiaries (including one (1) step down subsidiary), and consolidated financial statements and other financial information in respect of one (1) step-down subsidiary (including its five (5) step-down subsidiaries), whose financial statements include total assets of ₹1,869.62 crore as at March 31, 2025, and total revenues of ₹1,484.52 crore and net cash inflows of ₹23.50 crore for the year ended on that date. Those financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net profit of ₹31.99 crore for the year ended March 31, 2025, as considered in the consolidated financial statements, in respect of two (2) joint ventures, whose financial statements and other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. The consolidated financial statements also include the Group's share of net profit of ₹3.07 crore, in respect of one (1) joint venture of a step-down subsidiary for the period from April 01, 2024 till the date on which this joint venture got converted into a step-down subsidiary, as considered in the consolidated financial statements, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures is based solely on the reports of such other auditors.

Certain of these subsidiaries (including step-down subsidiaries) are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries(including step-down subsidiaries) located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries (including step-down subsidiaries) located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint ventures companies, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

## Auditor's Report of the Consolidated Financial Statements (contd.)

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (i) to (vi) below on reporting under Rule 11(g);

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint ventures, none of the directors of the Group's companies and joint ventures, incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) to (vi) below on reporting under Rule 11(g);

(g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and joint ventures, and the operating effectiveness of such controls, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of such subsidiary companies and joint ventures companies, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph, refer to our separate Report in "Annexure 2" to this report;

(h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid/provided by the Holding Company, its subsidiaries,incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint ventures, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its joint ventures in its consolidated financial statements – Refer note 50 to the consolidated financial statements;

ii. The Group and its joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;



Auditor's Report of the Consolidated Financial Statements (contd.)

iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and joint ventures, incorporated in India during the year ended March 31, 2025.

| Particulars | Date of Payment | Amount Involved (₹ In crore) | Number of days' delay |
|---|---|---|---|
| Amount required to be transferred by Holding Company in respect of financial year ended March 31, 2017 | 21-11-2024 | 1.37 | 44 |

iv. a) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the note 57(vi)(I) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint ventures to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the note 57(vi)(II) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries and joint ventures from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) The final dividend paid by the Holding Company and its joint venture company incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 34 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

## Auditor's Report of the Consolidated Financial Statements (contd.)

vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances discussed in note 59 to the financial statements, the Holding Company, subsidiaries and joint ventures have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and joint ventures did not come across any instance of audit trail feature being tampered in respect of other accounting software. Additionally, the audit trail of relevant prior year has been preserved by the Holding Company and the above referred subsidiaries and joint ventures as per the statutory requirements for record retention, to the extent it was enabled and recorded in that respective year as stated in note 59 to the financial statements. Further, in respect of payroll software used by the Holding Company for the reasons stated in note 59 to the financial statements, we are unable to comment whether the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOIC6349

Place: Kolkata
Dated: May 14, 2025



Auditor's Report of the Consolidated Financial Statements (contd.)

## Annexure "1" Referred To In Paragraph 1 Under The Heading "Report On Other Legal And Regulatory Requirements" Of Our Report Of Even Date

**Re: Berger Paints India Limited ("the Holding Company")**

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditor of the subsidiary companies and joint ventures incorporated in India, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

| Entity Name | CIN | Holding Company/Subsidiary/ Joint Venture | Clause number of the CARO report which is qualified or is adverse |
|---|---|---|---|
| Berger Paints India Limited | L51434WB1923PLC004793 | Holding Company | i (c) |
| | | | ii (b) |
| | | | iii (c) |
| | | | iii (d) |
| | | | vii (a) |
| | | | vii (b) |
| SBL Specialty Coating Private Limited | U24231CH1994PTC015100 | Subsidiary | vii (b) |
| STP Limited | U23109WB1935PLC008423 | Subsidiary | i (c) |
| | | | vii (b) |
| Beepee Coatings Private Limited | U24110GJ1982PTC005049 | Subsidiary | ix (a) |
| Berger Nippon Paint Automotive Coatings Private Limited | U24100DL2007FTC165043 | Joint Venture | vii (b) |
| Berger Becker Coatings Private Limited | U74899DL1996PTC082343 | Joint Venture | vii (b) |

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOIC6349

Place: Kolkata
Dated: May 14, 2025

## Auditor's Report of the Consolidated Financial Statements (contd.)

### Annexure "2" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Berger Paints India Limited

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of Berger Paints India Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures, which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the companies included in the Group and its joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Group and its joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these three (3) subsidiaries and two (2) joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and joint ventures incorporated in India.

For **S.R. BATLIBOI & CO. LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 301003E/E300005

per **VISHAL SHARMA**
**Partner**
Membership Number: 096766
UDIN: 25096766BMIOIC6349

Place of Signature: Kolkata
Dated: May 14, 2025

# Consolidated Balance Sheet

As At March 31, 2025

₹ in Crores

| | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 2,693.45 | 2,515.94 |
| Capital work-in-progress | 5 | 122.64 | 187.34 |
| Goodwill | 6 | 323.14 | 304.66 |
| Other Intangible assets | 7(a) | 30.63 | 16.80 |
| Right-of-use assets | 49 | 629.77 | 662.32 |
| Intangible assets under development | 7(b) | 2.68 | 1.61 |
| Investments in joint ventures | 8a | 198.95 | 169.16 |
| Financial assets | | | |
| (a) Investments * | 8b | 0.00 | 0.00 |
| (b) Trade receivables | 9 | 10.14 | 20.93 |
| (c) Other financial assets | 10 | 101.68 | 98.71 |
| Deferred tax assets (net) | 26 | 6.82 | 0.86 |
| Income tax assets (net) | 11 | 47.42 | 48.51 |
| Other non-current assets | 12 | 74.02 | 23.79 |
| | | **4,241.34** | **4,050.63** |
| **Current assets** | | | |
| Inventories | 13 | 2,366.14 | 2,179.68 |
| Financial assets | | | |
| (a) Investments | 14 | 333.68 | 85.91 |
| (b) Trade receivables | 15 | 1,535.67 | 1,302.02 |
| (c) Cash and cash equivalents | 16 | 253.95 | 240.26 |
| (d) Bank balances other than (c) above | 17 | 246.53 | 210.39 |
| (e) Loans | 18 | - | 43.07 |
| (f) Other financial assets | 19 | 37.09 | 71.39 |
| Other current assets | 20 | 117.24 | 185.31 |
| | | **4,890.30** | **4,318.03** |
| **Total assets** | | **9,131.64** | **8,368.66** |
| **Equity and Liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 21 | 116.59 | 116.58 |
| Other equity | 22 | 6,037.51 | 5,262.39 |
| Equity attributable to equity holders of the parent | | **6,154.10** | **5,378.97** |
| Non-controlling interest | 22 | 12.59 | 10.20 |
| **Total Equity** | | **6,166.69** | **5,389.17** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| (a) Borrowings | 23 | 2.96 | 6.00 |
| (b) Lease liabilities | 49 | 415.81 | 442.27 |
| (c) Other financial liabilities | 24 | 68.21 | 72.35 |
| Provisions | 25 | 15.27 | 12.93 |
| Deferred tax liabilities (net) | 26 | 74.78 | 70.79 |
| Other non-current liabilities | 27 | 8.21 | 12.64 |
| | | **585.24** | **616.98** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (a) Borrowings | 28 | 143.28 | 199.44 |
| (b) Lease liabilities | 49 | 108.22 | 105.58 |
| (c) Trade payables | 29 | | |
| i) Total outstanding dues of micro enterprises and small enterprises | | 77.94 | 60.46 |
| ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,662.33 | 1,618.75 |
| (d) Other financial liabilities | 30 | 145.19 | 150.68 |
| Other current liabilities | 31 | 145.28 | 143.22 |
| Provisions | 32 | 66.72 | 61.57 |
| Income tax Liabilities (net) | 33 | 30.75 | 22.81 |
| | | **2,379.71** | **2,362.51** |
| **Total liabilities** | | **2,964.95** | **2,979.49** |
| **Total equity and liabilities** | | **9,131.64** | **8,368.66** |

*Refer Note 60

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)



# Consolidated Statement of Profit and Loss

For the year ended March 31, 2025

₹ in Crores

| | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 35 | 11,544.71 | 11,198.92 |
| Other income | 36 | 94.78 | 63.68 |
| **Total income** | | **11,639.49** | **11,262.60** |
| **Expenses** | | | |
| Cost of materials consumed | 37 | 5,874.69 | 5,597.48 |
| Purchases of stock-in-trade | 38 | 1,021.65 | 923.77 |
| (Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress | 39 | (134.41) | 124.75 |
| Employee benefits expense | 40 | 814.70 | 713.03 |
| Finance costs | 41 | 63.27 | 78.25 |
| Depreciation and amortisation expense | 42 | 354.19 | 330.88 |
| Other expenses | 43 | 2,111.99 | 1,978.57 |
| **Total expenses** | | **10,106.08** | **9,746.73** |
| **Profit before share of joint ventures and tax** | | **1,533.41** | **1,515.87** |
| Share of profit in joint ventures, net of tax | 8a | 35.06 | 41.02 |
| **Profit before tax** | | **1,568.47** | **1,556.89** |
| **Tax expense** | | | |
| Current tax | 26 | 386.88 | 375.46 |
| Deferred tax charge/(credit) | 26 | (1.22) | 11.61 |
| **Total tax expense** | | **385.66** | **387.07** |
| **Profit for the year (I)** | | **1,182.81** | **1,169.82** |
| **Other comprehensive income:** | | | |
| (i) Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods: | | | |
| Re-measurement loss on defined benefit obligations (net) | | (0.91) | (0.22) |
| Income tax effect thereof | | 0.22 | 0.06 |
| Share of Other comprehensive income in Joint Venture (net of tax) | | (0.03) | 0.05 |
| (ii) Other comprehensive income to be reclassified to profit or loss in subsequent periods: | | | |
| Exchange differences on translation of foreign operations | | (2.61) | 22.40 |
| **Other comprehensive income for the year (II)** | | **(3.33)** | **22.29** |
| **Total comprehensive income for the year (I + II)** | | **1,179.48** | **1,192.11** |
| **Profit attributable to:** | | | |
| – Equity holders of the parent | | 1,180.40 | 1,167.74 |
| – Non-controlling interest | | 2.41 | 2.08 |
| | | **1,182.81** | **1,169.82** |
| **Other comprehensive income attributable to** | | | |
| – Equity holders of the parent | | (3.31) | 22.31 |
| – Non-controlling interest | | (0.02) | (0.02) |
| | | **(3.33)** | **22.29** |
| **Total comprehensive income attributable to** | | | |
| – Equity holders of the parent | | 1,177.09 | 1,190.05 |
| – Non-controlling interest | | 2.39 | 2.06 |
| | | **1,179.48** | **1,192.11** |
| **Earnings per equity share of ₹1 each** | 44 | | |
| Basic (amount in ₹) | | 10.13 | 10.02 |
| Diluted (amount in ₹) | | 10.12 | 10.02 |

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2025

## a. Equity Share Capital (Refer Note 21):

| Particulars | No. of shares | Amount (₹ in Crores) |
|---|---|---|
| Equity shares of ₹1 each issued, subscribed and fully paid | | |
| **As at April 1, 2023** | **97,14,22,485** | **97.14** |
| Add: Issue of Shares on exercise of Employee Stock Options (Note 48) | 89,067 | 0.01 |
| Add: Bonus share issued (Note 21) | 19,42,84,497 | 19.43 |
| **As at March 31, 2024** | **1,16,57,96,049** | **116.58** |
| Add: Issue of Shares on exercise of Employee Stock Options (Note 48) | 98,730 | 0.01 |
| **As at March 31, 2025** | **1,16,58,94,779** | **116.59** |

## b. Other equity (Refer Note 22)

**For the year ended March 31, 2025**

₹ in Crores

| Particulars | Reserves & Surplus | | | | | | Foreign currency translation reserve | Equity attributable to equity holders of the parent | Non-Controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital Redemption reserve | | | | |
| **As at April 1, 2024 (A)** | **113.21** | **5.12** | **4,834.69** | **0.19** | **302.87** | **0.04** | **6.27** | **5,262.39** | **10.20** | **5,272.59** |
| Profit for the year | – | – | 1,180.40 | – | – | – | – | 1,180.40 | 2.41 | 1,182.81 |
| Other comprehensive income/(loss) for the year (net of tax) | – | – | (0.70) | – | – | – | (2.61) | (3.31) | (0.02) | (3.33) |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,179.70** | **–** | **–** | **–** | **(2.61)** | **1,177.09** | **2.39** | **1,179.48** |
| Share based payments (Note 48) | | 6.46 | – | – | – | – | – | 6.46 | – | 6.46 |
| Exercise of share options (Note 48) | 5.64 | (5.64) | – | – | – | – | – | – | – | – |
| Share Options forfeited/ lapsed (Note 48) | – | (0.34) | – | – | – | – | – | (0.34) | – | (0.34) |
| Transfer to housing reserves (Note 32) | – | – | (0.06) | – | – | – | – | (0.06) | – | (0.06) |
| Dividends (Note 34) | – | – | (408.03) | – | – | – | – | (408.03) | – | (408.03) |
| **Total (C)** | **5.64** | **0.48** | **(408.09)** | **–** | **–** | **–** | **–** | **(401.97)** | **–** | **(401.97)** |
| **As at March 31, 2025 (A+B+C)** | **118.85** | **5.60** | **5,606.30** | **0.19** | **302.87** | **0.04** | **3.66** | **6,037.51** | **12.59** | **6,050.10** |



# Consolidated Statement of Changes in Equity (contd.)

## b. Other equity (Refer Note 22) (contd.)

**For the year ended March 31, 2024**

₹ in Crores

| Particulars | Reserves & Surplus | | | | | | Foreign currency translation reserve | Equity attributable to equity holders of the parent | Non-Controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital Redemption reserve | | | | |
| **As at April 1, 2023 (A)** | **127.47** | **4.58** | **3,977.96** | **0.19** | **302.87** | **0.04** | **(16.13)** | **4,396.98** | **8.14** | **4,405.12** |
| Profit for the year | – | – | 1,167.74 | – | – | – | – | 1,167.74 | 2.08 | 1,169.82 |
| Other comprehensive income/(loss) for the year(net of tax) | – | – | (0.09) | – | – | – | 22.40 | 22.31 | (0.02) | 22.29 |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,167.65** | **–** | **–** | **–** | **22.40** | **1,190.05** | **2.06** | **1,192.11** |
| Share based payments (Note 48) | – | 6.04 | – | – | – | – | – | 6.04 | – | 6.04 |
| Exercise of share options (Note 48) | 5.17 | (5.17) | – | – | – | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 48) | – | (0.33) | – | – | – | – | – | (0.33) | – | (0.33) |
| Transfer to housing reserves (Note 32) | – | – | (0.06) | – | – | – | – | (0.06) | – | (0.06) |
| Dividends (Note 34) | – | – | (310.86) | – | – | – | – | (310.86) | – | (310.86) |
| Bonus Shares (Note 21) | (19.43) | – | – | – | – | – | – | (19.43) | – | (19.43) |
| **Total (C)** | **(14.26)** | **0.54** | **(310.92)** | **–** | **–** | **–** | **–** | **(324.64)** | **–** | **(324.64)** |
| **As at March 31, 2024 (A+B+C)** | **113.21** | **5.12** | **4,834.69** | **0.19** | **302.87** | **0.04** | **6.27** | **5,262.39** | **10.20** | **5,272.59** |

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)

# Consolidated Cash Flow Statement

For the year ended March 31, 2025

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **A. Cash flows from operating activities:** | | |
| **Profit before tax** | **1,568.47** | **1,556.89** |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation and amortisation expense | 354.19 | 330.88 |
| (Profit)/Loss on sale/discard of Property, plant and equipment and intangible assets | 0.37 | (1.24) |
| Share based payment to employees | 6.12 | 5.71 |
| Sundry balances written back | (3.47) | (5.14) |
| Gain on early termination of leases | (4.62) | (3.20) |
| Net foreign exchange differences (unrealised) | (1.09) | 0.14 |
| Impairment loss on trade receivables | 27.34 | 21.31 |
| Net gain on sale of mutual fund investments measured at Fair Value Through Profit or Loss (FVTPL) | (16.38) | (6.16) |
| Fair value gain on mutual fund investments measured at Fair Value Through Profit or Loss (FVTPL) | (3.23) | (1.47) |
| Share of profit in joint ventures, net of tax | (35.06) | (41.02) |
| Finance costs | 63.27 | 78.25 |
| Interest income | (25.89) | (25.54) |
| Fair value gain on acquitision of subsidiary | (13.38) | – |
| **Operating profit before working capital changes** | **1,916.64** | **1,909.41** |
| Adjustments for: | | |
| Increase/(Decrease) in trade payables | 4.05 | (82.69) |
| Decrease in other financial liabilities | (22.97) | (22.78) |
| Increase/(Decrease) in other liabilities | (15.96) | 27.99 |
| Increase/(Decrease) in provisions | 6.15 | (4.64) |
| Decrease in deposits and other financial assets | 8.26 | 15.46 |
| Decrease in other assets | 65.75 | 60.74 |
| Increase in trade receivables | (132.11) | (103.31) |
| (Increase)/Decrease in inventories | (182.91) | 139.43 |
| **Cash generated from operations** | **1,646.90** | **1,939.61** |
| Direct taxes paid (net of refunds) | (377.85) | (348.56) |
| **Net cash flows from operating activities (A)** | **1,269.05** | **1,591.05** |
| **B. Cash flows from investing activities:** | | |
| Purchase of property, plant and equipment and intangible assets (including capital work in progress and intangible assets under development) | (429.44) | (274.99) |
| Proceeds from sale of property, plant and equipment and intangible assets | 4.90 | 4.46 |
| Loan given to Joint Venture | (5.11) | (38.98) |
| Proceeds from sale of current investments | 1,582.40 | 1,572.10 |
| Purchase of current investments | (1,810.56) | (1,597.42) |
| Proceeds from maturity of fixed deposits with banks | 264.88 | 123.97 |
| Investment in fixed deposits with banks | (275.82) | (204.79) |
| Dividend received from Joint Venture | 2.14 | 2.06 |
| Interest received | 24.35 | 15.53 |
| Acquisition of subsidiary (net of cash acquired) | (7.62) | - |
| **Net cash flows used in investing activities (B)** | **(649.88)** | **(398.06)** |
| **C. Cash flows from financing activities:** | | |
| Proceeds from issuance of equity share capital | 0.01 | 0.01 |
| Net movement in cash credit | (19.37) | 19.65 |
| Repayment of long term borrowings | (2.88) | (1.49) |
| Proceeds from short term borrowings | 672.82 | 6,445.21 |
| Repayment of short term borrowings | (710.05) | (7,025.58) |
| Payment of lease liabilities – principal portion | (86.29) | (123.72) |
| Payment of lease liabilities – interest portion | (39.29) | (36.19) |
| Interest paid | (12.46) | (35.90) |
| Dividend paid | (408.03) | (310.86) |
| **Net cash flows used in financing activities (C)** | **(605.54)** | **(1,068.87)** |
| **Net Increase in cash and cash equivalents [A+B+C]** | **13.63** | **124.12** |
| **Cash and cash equivalents as at the beginning of the year (Refer Note 16)** | **240.26** | **116.17** |
| Effects of exchange rate changes on cash and cash equivalents | **0.06** | **(0.03)** |
| **Cash and cash equivalents as at end of the year (Refer Note 16)** | **253.95** | **240.26** |
| **Components of cash and cash equivalents** | | |
| Balances with banks (Refer Note 16): | | |
| – On current accounts | 182.88 | 175.66 |
| – Deposits with original maturity of less than three months | 68.22 | 62.02 |
| Cheques/drafts on hand | 2.35 | 2.11 |
| Cash on hand | 0.50 | 0.47 |
| **Total cash and cash equivalents** | **253.95** | **240.26** |

**Summary of material accounting policies** 3

The accompanying notes are an integral part of the Consolidated financial statements.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
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**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)



# Notes to Consolidated Financial Statements

As at and for the year ended March 31, 2025

## 1. Corporate Information

The Consolidated Financial Statements comprise financial statements of Berger Paints India Limited ('BPIL' or 'the Parent Company' or 'the Company') and its subsidiaries (collectively, the Group) and includes share of profit/loss of the joint ventures for the year ended March 31, 2025. The Parent Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on three recognised stock exchanges in India. The registered office of the Parent Company is located at Berger House, 129 Park Street, Kolkata-700 017.

The Group is principally engaged in the manufacturing and selling of paints. The Group caters primarily to domestic market. Information on the Group's structure is provided in Note 46. Information on other related party relationships of the Group is provided in Note 51.

The Consolidated Financial Statements were approved for issue in accordance with a resolution passed by the Board of directors on May 14, 2025.

The financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the Parent Company.

## 2.1. Statement of Compliance and Basis of preparation

These Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statements.

These Consolidated Financial Statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair values, (refer accounting policy regarding financial instruments) equity settled ESOP at grant date fair value and the accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities. The Consolidated Financial Statements are presented in INR and all values are rounded-off to the nearest crores with 2 decimal places (INR 00,00,000), except when otherwise indicated. These Consolidated Financial Statements provide comparative information in respect of the previous period. The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

## 2.2 Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent Company, its subsidiaries and joint ventures as at March 31, 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those

## Notes to Consolidated Financial Statements (contd.)

returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the group's accounting policies.

Consolidated financial statements present assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries as those of a single economic entity. In preparing these consolidated financial statements, below key consolidation procedures are followed:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, assets, liabilities, equity, income, expenses and cash of subsidiaries are based on the amounts of the assets and liabilities determined as per the Business Combination policy and recognised in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent Company's investment in each subsidiary and the Parent Company's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.



Notes to Consolidated Financial Statements (contd.)

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full. Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

(d) The translation of the functional currencies into Indian Rupees (functional and presentation currency) of foreign subsidiaries is performed for assets and liabilities using closing exchange rates at the Balance Sheet date, for revenues, costs, and expenses using average rates prevailing during the period. The resultant exchange difference arising out of such transactions is recognized as part of Other Comprehensive Income as Foreign Currency Translation Reserve by the Parent Company until the disposal of Investment.

(e) Joint Ventures are entities over which the Group has joint control along with third parties. Investments in Joint Ventures are accounted for using the equity method of accounting. The investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of profit or loss of the investee after the acquisition date.

(f) Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

(g) Accounting period of the subsidiaries and joint ventures are disclosed in note 46 of the Consolidated Financial Statements.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the former subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests at the date when control is lost. This includes any components of OCI attributable to them.
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises a distribution if the transaction, event, or circumstances that resulted in the loss of control involves a distribution of shares in the subsidiary to owners in their capacity as owners
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind AS. Such reclassification/ transfer is decided on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.
- Recognises any surplus or deficit in profit or loss

## 3. Summary of Material Accounting Policies

### 3.1. Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

On disposal of a CGU to which goodwill is allocated, the goodwill associated with the disposed CGU is included in the carrying amount of the CGU when determining the gain or loss on disposal.

### 3.2. Investment in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises

its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

If an entity's share of losses of a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of a joint venture is shown separately on the face of the Statement of Profit and Loss and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of a joint venture' in the Statement of Profit and Loss.

### 3.3. Current and Non-Current classification

The Group segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified period up to twelve months as its operating cycle.

### 3.4. Foreign Currencies

The Group's Consolidated Financial Statements are presented in INR, which is also the Parent Company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

The functional currency of Berger Paints India Limited (Holding Company), Beepee Coatings Private Limited, STP Limited, SBL Specialty Coatings Private Ltd, Berger Rock Paints Private Limited, Berger Becker Coatings Private Limited (Joint Venture) and Berger Nippon Paint Automotive Coatings Private Limited (Joint Venture) is Indian Rupee. The functional currency of other subsidiaries including step down subsidiaries and step-down joint venture included within the Group are the respective local currencies.





**Transactions and balances**

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in Statement of profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., Consolidated Financial Statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI and accumulated in equity in a separate reserve, viz., Foreign Currency Translation Reserve. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These differences are recognised in OCI and accumulated in equity in a separate reserve, viz., Hedge Reserve until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

**Group companies**

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statements of Profit and Loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates

at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in Statement of Profit and Loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS, are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the Holding Company and no further translation differences occur.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

### 3.5. Fair Value Measurement

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable



Notes to Consolidated Financial Statements (contd.)

For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Group determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations, if any.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

### 3.6. Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract, excluding amounts collected on behalf of third parties.

**Sale of Goods**

Revenue from sale of goods is recognised on transfer of control in the goods to customers at a point of time by performance of obligation towards delivery. The normal credit term is 30 to 90 days upon delivery. The revenue is based on the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, rights to return or other contractual reductions. As the period between the date on which the Group transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are considered. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

The Group provides volume rebates to certain customers once the quantity of products purchased by the customers during the period exceeds a threshold specified in the contract. Generally, rebates are offset

## Notes to Consolidated Financial Statements (contd.)

against the amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Group applies the expected value method.

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS on constraining estimates of variable consideration to are also applied in order to determine the amount of variable consideration that can be included in the transaction price.

**Revenue from Combined Contracts**

Revenue from combined contracts is recognised in accordance with terms and condition of underlying contracts:

- at a point of time when such combined output is delivered to customers' satisfaction and the customers acknowledge their obligation to pay for such output
- over time by measuring progress towards satisfaction of performance obligation for the services rendered using output method based on milestones reached.

**Interest income**

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable.

**Dividend income**

Dividend income from investments is recognised when the right to receive payment has been established.

**Trade receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in sections "Financial instruments – initial recognition and measurement" and "Financial instruments – subsequent measurement". Refer note no. 3.22.

### 3.7. Government Grants

Government grants and subsidies are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant or subsidy relates to revenue and is related to the corresponding costs, it is recognised as income on a systematic basis in the Statement of Profit and Loss, under Other Operating Revenue. Over the periods necessary to match them with the related costs, which they are intended to compensate. When the grant or subsidy relates to an asset, it is deducted from the carrying amount of the asset. The grant is recognised in the Statement of Profit and Loss over the useful life of the depreciable asset by way of a reduced depreciation charge.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to Statement of Profit or Loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e,. by equal annual instalments.



Notes to Consolidated Financial Statements (contd.)

### 3.8. Taxes

Tax expense comprises current income tax expense and deferred tax.

**Current Income Tax**

Current income-tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The group reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**Deferred Tax**

Deferred tax is provided using the balance sheet approach, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the Consolidated Financial Statements at the reporting date. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax liabilities are recognised for all taxable temporary differences, except**:**

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

## Notes to Consolidated Financial Statements (contd.)

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income (OCI) or directly in equity. In this case, the tax is also recognised in OCI or directly in equity, respectively.

In the situations where the Group is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

**Goods and Service tax paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognised net of the amount of Goods and Service tax paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/non-current assets/ liabilities in the balance sheet.

### 3.9. Property, Plant and Equipment

Property, plant and equipment (PPE) are carried at cost of acquisition, on current cost basis less accumulated depreciation and accumulated impairment losses, if any. Cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if



Notes to Consolidated Financial Statements (contd.)

the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note 45 regarding significant accounting judgements, estimates and assumptions and provisions for further information about the recorded decommissioning provision.

Subsequent expenditure would be recognized in the carrying amount of PPE when that cost/ expense would meet the recognition criteria given in paragraph 7 of Ind AS 16 i.e., it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably

Depreciation is provided on Straight line method over the useful lives of property, plant and equipment as estimated by management. Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Pursuant to Notification of Schedule II of the Companies Act, 2013 depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of property, plant and equipment where applicable, prescribed under Schedule II to the Companies Act 2013 with the exception of the following items for which useful lives as estimated by management based on technical evaluation are different from those specified in aforesaid Schedule II.

- Plant and Machinery: 3 years to 21.05 years
- Electrical Installations: 10 years
- Motor Vehicles: 6.67 years
- Tinting Machines: Based on useful lives of 60 months
- No depreciation is provided on freehold land

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Group also considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values. Furthermore, the Group considers climate-related matters, including physical and transition risks. Specifically, the Group determines whether climate-related legislation and regulations might impact either the useful life or residual values.

#### 3.9.1 Capital work in progress

Cost of assets not ready for intended use, as the balance sheet date, is shown as capital work in progress. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

### 3.10. Intangible Assets

Intangible Assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortised over their useful life ranging from 3 to 5 years. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### 3.11. Research and Development

Research is original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding. Expenditure incurred on research of an internal project is recognised as an expense in Statement of Profit and Loss, when it is incurred.

Development is the application of research findings or other knowledge to a plan or design for the production of new or substantially improved materials, devices, products, processes, systems or services before the start of commercial production or use. An intangible asset arising from development is recognised if, and only if, the following criteria are met:

(a) it is technically feasible to complete the intangible asset so that it will be available for use or sale.

(b) the Group intends to complete the intangible asset and use or sell it.

(c) the Group has ability to use or sell the intangible asset.

(d) the Group can demonstrate how the intangible asset will generate probable future economic benefits.





(e) the Group has adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

(f) the Group has ability to measure reliably the expenditure attributable to the intangible asset during its development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### 3.12. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use (known as Qualifying assets) or sale are capitalised as part of the cost of the asset. Borrowing Costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the borrowing costs. Discount on Commercial papers is amortised over the tenor of the underlying instrument. Borrowing Costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date the asset is ready for its intended use is added to the cost of the assets. Capitalisation of Borrowing Costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are expensed in the period they occur.

### 3.13. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets).

**i) Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land and Building 2 years to 99 years

## Notes to Consolidated Financial Statements (contd.)

If ownership of the right-of-use asset transfers to the group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 3.15 Impairment of non-financial assets.

**ii) Lease Liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the group and payments of penalties for terminating the lease, if the lease term reflects the group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments, (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Note 49.

**iii) Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of properties taken on rent (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to properties that are of low value based on certain thresholds.

In making this assessment, the Company also factors below key aspects:

- The assessment is conducted on an absolute basis and is independent of the size, nature, or circumstances of the lessee.
- The assessment is based on the value of the asset when new, regardless of the asset's age at the time of the lease.
- The lessee can benefit from the use of the underlying asset either independently or in combination with other readily available resources, and the asset is not highly dependent on or interrelated with other assets.



Notes to Consolidated Financial Statements (contd.)

- If the asset is subleased or expected to be subleased, the head lease does not qualify as a lease of a low-value asset.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

**As a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, i.e., asset given on lease, and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### 3.14. Inventories

Raw materials, stores and spares and packing materials are valued at lower of cost and estimated net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold are at or above cost.

Finished goods and Work-in-progress are stated at the lower of cost and estimated net realisable value. Cost of inventories constitutes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is recognised for damaged, defective or obsolete stocks where necessary. Cost of all inventories is determined using weighted average method of valuation.

### 3.15. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset including goodwill may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks

## Notes to Consolidated Financial Statements (contd.)

specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

The Group assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount, these assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts, as applicable.

### 3.16. Provisions and Contingencies

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The Group records a provision for decommissioning costs for its certain manufacturing facilities. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Statement of Profit and Loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.



Notes to Consolidated Financial Statements (contd.)

The impact of climate-related matters on remediation of environmental damage is considered with determining the decommissioning liability on the manufacturing facility.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

### 3.17. Employee Benefits

**Short-term Employee Benefits:**

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Employee Benefits Payable' within 'Other Financial Liabilities' in the Balance Sheet.

**Post-employment Benefits:**

**I. Defined Contribution Plan**

**a. Superannuation**

Contribution made to Superannuation Fund for certain employees of the Holding Company are recognised in the Statement of Profit and Loss as and when services are rendered by employees. The Holding Company has no liability for future Superannuation Fund benefits other than its contribution.

**b. Provident Fund**

Contributions in respect of Employees of Holding Company who are not covered by Holding Company's Employees Provident Fund Trust and in respect of other employees of the Group are made to the Fund administered by the Regional Provident Fund Commissioner as per the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to Statement of Profit and Loss as and when services are rendered by employees. The Group has no obligation other than the contribution payable to the Regional Provident fund.

**II. Defined Benefit Plan**

**a. Gratuity**

Every employee who has completed five years or more of service is entitled to Gratuity as per the provisions of The Payment of Gratuity Act, 1972. Retirement Gratuity for employees of the Holding Company, is funded through a scheme of Life Insurance Corporation of India. The costs of providing benefits under this plan are determined on the basis of actuarial valuation using the projected unit credit method at each year-end. Actuarial gains/losses are immediately recognised in retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to Statement of Profit and Loss in subsequent periods. The excess/shortfall in the fair value of the plan assets over the present value of the obligation calculated as per actuarial methods as at balance sheet dates is recognised as a gain/loss in the Statement of Profit and Loss. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

**b. Provident Fund**

In respect of the employees covered by the Parent Company's Employees Provident Fund Trust in Point I b above, contributions to the Parent Company's Employees Provident Fund Trust (administered by the Parent Company as per the provisions of Employees' Provident Fund and Misc. Provisions Act, 1952) are made in accordance with the fund rules. The interest rate payable to the beneficiaries every year is being notified by the Government.

In the case of contribution to the Trust, the Parent Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate and recognizes such obligation, if any, determined based on an actuarial valuation as at the balance sheet date, as an expense.

**III. Long Term Compensated Absences**

The Group treats accumulated leave to the extent such leave are carried forward as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

## 3.18. Employees Stock Option

Stock options are granted to the employees under the stock option scheme. The cost of stock options granted to the employees (equity-settled awards) of the Parent Company is the difference between fair value of equity instruments granted and the price at which options may be exercised by concerned employees. For each stock option, the measurement of fair value is performed on the grant date.





The grant date is the date on which the Parent Company and the employees agree to the stock option scheme. The fair value so determined is revised only if the stock option scheme is modified in a manner that is beneficial to the employees.

Aforesaid cost of stock options is recognised, together with a corresponding increase in Employee Stock Options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Holding Company's best estimate of the number of equity instruments that will ultimately vest. The Statement of Profit and Loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

If the options vests in instalments (i.e., the options vest pro rata over the service period), then each instalment is treated as a separate share option grant because each instalment has a different vesting period.

## 3.19. Cash and Cash Equivalents

Cash and cash equivalent for the purpose of presentation in Cash Flow Statement and in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value.

## 3.20. Forward Currency Contracts

The Group uses forward currency contracts to hedge its foreign currency risks. Such forward currency contracts are initially measured at fair value on the date on which a forward currency contract is entered into and are subsequently re-measured at fair value. Forward currency contracts are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of forward contracts are recognized in the Statement of Profit and Loss as they arise.

## 3.21. Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to owners of the parent company by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

### 3.22. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**A. Financial assets**

**i. Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price. The Group has elected the practical expedient in Ind AS 115 about the existence of significant financing component and the disclosures pertaining to contracts with original expected duration of one year or less and contracts where revenue recognised corresponds to the value transferred to customer typically involving sales of products.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in below categories:

- Debt instruments at amortised cost
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss.



Notes to Consolidated Financial Statements (contd.)

**Debt instruments at amortised cost other than derivative contracts**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This assessment is referred to as the Solely Payments of Principal and Interest (SPPI) test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets.'. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in Other Income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

**Equity investments**

All equity investments in scope of Ind-AS 109 are measured at fair value other than equity investments measured at deemed cost on first time adoption of Ind AS. Equity instruments which are held for trading are classified as at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**ii. De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Group's similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- the Group has transferred substantially all the risks and rewards of the asset.

## Notes to Consolidated Financial Statements (contd.)

**iii. Impairment of financial assets**

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

  The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

  The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

  Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

  - All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
  - Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

  As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

  ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

  For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.



Notes to Consolidated Financial Statements (contd.)

**B. Financial liabilities**

**i. Initial recognition, measurement and presentation**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowing or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, loans and borrowings including bank overdrafts, other financial liabilities, financial guarantee contracts and derivative financial instruments.

**ii. Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include derivatives, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities are designated upon initial recognition as at fair value through profit or loss only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/losses are not subsequently transferred to Statement of Profit & Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

## Notes to Consolidated Financial Statements (contd.)

**Trade Payables**

Trade payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the lender for a loss it incurs because the specified borrower fails to make a payment when due in accordance with the terms of a loan agreement. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**Reclassification of Financial Assets and Liabilities:**

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## Notes to Consolidated Financial Statements (contd.)

The following table shows various reclassification and how they are accounted for:

| Original classification | Revised classification | Accounting treatment |
|---|---|---|
| Amortised cost | FVTPL | Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss. |
| FVTPL | Amortised Cost | Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount. |
| Amortised cost | FVTOCI | Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification. |
| FVTOCI | Amortised cost | Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost. |
| FVTPL | FVTOCI | Fair value at reclassification date becomes its new carrying amount. No other adjustment is required. |
| FVTOCI | FVTPL | Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss the reclassification date. |

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### 3.23. Cash dividend to equity holders of the Parent Company

The Holding Company recognises a liability to make cash distributions to owners of the Parent Company when the distribution is authorised and the distribution is no longer at the discretion of the Parent Company. A corresponding amount is recognised directly in equity. As per the corporate laws in India, distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

## Notes to Consolidated Financial Statements (contd.)

**Equity vs. financial liability classification**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. The Group classifies a financial instrument issued by it as equity instrument only if below conditions are met:

- The instrument includes no contractual obligation to deliver cash or another financial asset to another entity. Nor it includes any obligation to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the issuer.
- If the instrument will, or may, be settled in the Group's own equity instruments, it is non-derivative instrument that includes no contractual obligation for the Group to deliver a variable number of its own equity instruments. If the instrument is derivative, then it should be settled only by the Group exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

All other instruments are classified as financial liability and accounted for using the accounting policy applicable to the Financial Liabilities.

### 3.24. Operating Segments

The Business process and Risk Management Committee of the Parent Company, approved by the Board of Directors and Audit Committee performs the function of allotment of resources and assessment of performance of the Group. Considering the level of activities performed, frequency of their meetings and level of finality of their decisions, the Parent Company has identified that Chief Operating Decision Maker function is being performed by the Business process and Risk Management Committee. The financial information presented to the Business process and Risk Management Committee in the context of results and for the purposes of approving the annual operating plan is on a consolidated basis for various products of the Group. As the Group's business activity falls within a single business segment viz. 'Paints' and the sales substantially being in the domestic market, the Consolidated Financial Statement are reflective of the information required by Ind AS 108 "Operating Segments".

### 3.25. Events after reporting date

If the Group receives information after the reporting period, but prior to the date approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

### 3.26. New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.



Notes to Consolidated Financial Statements (contd.)

**(i) Ind AS 117 Insurance Contracts**

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts The application of Ind AS 117 does not have material impact on the Group's consolidated financial statements as the Group has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

**(ii) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback**

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

**(iii) Amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates – Lack of exchangeability**

The Ministry of Corporate Affairs notified amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendment does not have a material impact on the Group's financial statements.

# Notes to Consolidated Financial Statements
for the year ended March 31, 2025

## Note 4. Property, Plant and Equipment

₹ in Crores

| Particulars | Freehold Land | Building # | Plant and Equipment ## | Furniture and Fixtures | Computer ## | Office Equipment | Vehicles | Total |
|---|---|---|---|---|---|---|---|---|
| **Gross Carrying Amount** | | | | | | | | |
| **As at April 1, 2023** | **96.24** | **1,148.17** | **2,017.27** | **54.99** | **61.17** | **37.41** | **20.05** | **3,435.30** |
| Additions | 0.04 | 21.51 | 158.86 | 8.28 | 7.45 | 7.18 | 9.36 | 212.68 |
| Disposals | – | (0.27) | (6.64) | (1.25) | (3.04) | (0.97) | (8.37) | (20.54) |
| Translation Difference | 0.57 | 3.61 | 5.75 | 1.65 | – | – | 0.73 | 12.31 |
| **As at March 31, 2024** | **96.85** | **1,173.02** | **2,175.24** | **63.67** | **65.58** | **43.62** | **21.77** | **3,639.75** |
| Additions | – | 137.02 | 247.49 | 14.05 | 9.83 | 9.82 | 10.81 | 429.02 |
| Disposals | – | (1.63) | (7.82) | (3.99) | (19.43) | (1.49) | (9.71) | (44.07) |
| Translation Difference | (0.10) | 0.09 | (0.25) | (0.28) | – | – | 0.12 | (0.42) |
| **As at March 31, 2025** | **96.75** | **1,308.50** | **2,414.66** | **73.45** | **55.98** | **51.95** | **22.99** | **4,024.28** |
| **Accumulated Depreciation** | | | | | | | | |
| **As at April 1, 2023** | **–** | **156.47** | **632.03** | **33.58** | **49.02** | **19.86** | **8.20** | **899.16** |
| Charge for the year | – | 50.06 | 162.23 | 5.25 | 6.63 | 4.24 | 4.04 | 232.45 |
| Disposals | – | (0.01) | (5.77) | (0.99) | (2.87) | (0.79) | (6.87) | (17.30) |
| Translation Difference | – | 2.07 | 5.46 | 1.56 | – | – | 0.41 | 9.50 |
| **As at March 31, 2024** | **–** | **208.59** | **793.95** | **39.40** | **52.78** | **23.31** | **5.78** | **1,123.81** |
| Charge for the year | – | 48.45 | 174.64 | 5.57 | 7.88 | 4.89 | 5.35 | 246.78 |
| Disposals | – | (1.65) | (6.27) | (2.98) | (18.67) | (1.31) | (7.92) | (38.80) |
| Translation Difference | – | 0.06 | (0.89) | (0.25) | – | – | 0.13 | (0.95) |
| **As at March 31, 2025** | **–** | **255.45** | **961.43** | **41.74** | **41.99** | **26.89** | **3.33** | **1,330.83** |
| **Net Carrying Amount** | | | | | | | | |
| **As at March 31, 2025** | **96.75** | **1,053.05** | **1,453.23** | **31.71** | **13.99** | **25.06** | **19.66** | **2,693.45** |
| **As at March 31, 2024** | **96.85** | **964.43** | **1,381.29** | **24.27** | **12.80** | **20.31** | **15.99** | **2,515.94** |

# Includes building constructed on leasehold land.

## (i) Includes following assets (together constituting color bank machine) given under operating lease arrangements to the dealers:

₹ in Crores

| Particulars | Plant and Equipment | Computer | Total |
|---|---|---|---|
| **Gross Carrying Amount** | | | |
| **As at April 1, 2023** | **354.28** | **19.45** | **373.73** |
| Additions | 87.70 | 1.43 | 89.13 |
| Disposals* | (3.10) | 0.00 | (3.10) |
| **As at March 31, 2024** | **438.88** | **20.88** | **459.76** |
| Additions | 101.86 | 1.43 | 103.29 |
| Disposals* | (2.52) | (0.00) | (2.52) |
| **As at March 31, 2025** | **538.22** | **22.31** | **560.53** |
| **Accumulated Depreciation** | | | |
| **As at April 1, 2023** | **212.81** | **17.77** | **230.58** |
| Charge for the year | 54.22 | 1.58 | 55.80 |
| Disposals* | (3.08) | (0.00) | (3.08) |
| **As at March 31, 2024** | **263.95** | **19.35** | **283.30** |
| Charge for the year | 63.28 | 1.50 | 64.78 |
| Disposals* | (2.49) | (0.00) | (2.49) |
| **As at March 31, 2025** | **324.74** | **20.85** | **345.59** |
| **Net Carrying Amount** | | | |
| **As at March 31, 2025** | **213.48** | **1.46** | **214.94** |
| **As at March 31, 2024** | **174.93** | **1.53** | **176.46** |

* Refer Note 60





## Note 4. Property, Plant and Equipment (contd.)

(ii) Title deeds of immovable properties set out in Note 4 above, are in the name of the Holding Company except those mentioned below which is transferred to and vested in the Holding Company pursuant to the Schemes of Amalgamation in earlier years or cases where execution of title deed is pending.

₹ in Crores

| Assets | Number of title deeds | Description of item of property | Gross Carrying Amount | | Net Carrying Amount | | Title Deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director | Property held since which date | Reason for not being held in the name of the Company |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 | | | | |
| Property, plant and equipment | 1 | Freehold land at Rishra, West Bengal | 1.36 | 1.36 | 1.36 | 1.36 | Berger Auto & Industrial Coatings Limited | No | March 03, 2005 | Refer Note 1 below |
| Property, plant and equipment | 1 | Freehold land at Hindupur, Andhra Pradesh | 2.66 | 2.66 | 2.66 | 2.66 | Andhra Pradesh Industrial Infrastructure Corporation Limited | No | June 28, 2018 | Refer Note 2 below |

**Note:**

1. In terms of the order dated March 03, 2005 by the Hon'ble High Court at Calcutta approving Scheme of Amalgamation of Berger Auto & Industrial Coatings Limited with the Holding Company, the particular freehold land was transferred to the Holding Company.
2. The Holding Company has received the allotment in its name and execution of title deed in respect of freehold land at Hindupur, Andhra Pradesh is under process.

## Note 5. Capital work in Progress

₹ in Crores

| Particulars | Building | Plant and Equipment | Other Assets | Total |
|---|---|---|---|---|
| **As at April 1, 2023** | **47.82** | **62.23** | **0.14** | **110.19** |
| Addition | 66.22 | 190.64 | 32.23 | 289.09 |
| Transferred to property, plant and equipment | (21.51) | (158.86) | (32.31) | (212.68) |
| Translation Difference | 0.74 | – | – | 0.74 |
| **As at March 31, 2024** | **93.27** | **94.01** | **0.06** | **187.34** |
| Addition | 72.36 | 243.35 | 48.45 | 364.16 |
| Transferred to property, plant and equipment | (137.02) | (247.49) | (44.51) | (429.02) |
| Translation Difference | 0.16 | – | – | 0.16 |
| **As at March 31, 2025** | **28.77** | **89.87** | **4.00** | **122.64** |

## Notes to Consolidated Financial Statements (contd.)

### Note 5. Capital work in Progress (contd.)

#### (a) Capital work in progress (CWIP) Ageing Schedule

₹ in Crores

| Particulars | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Amount in CWIP for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 90.08 | 8.55 | 17.48 | 5.43 | 121.54 |
| Projects temporarily suspended | – | 0.08 | – | 1.02 | 1.10 |

| Particulars | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Amount in CWIP for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 135.08 | 44.97 | 4.02 | 1.80 | 185.87 |
| Projects temporarily suspended | – | – | 1.12 | 0.35 | 1.47 |

(b) CWIP of the Group whose completion is overdue, temporarily suspended or has exceeded its cost as compared to its original plan as at March 31, 2025 is as below:

₹ in Crores

| CWIP | To be completed in | | | |
|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| **Projects in progress** | | | | |
| ZNO Project | – | 2.69 | – | – |
| New 10 T Alkyd Resin Reactor | – | 1.16 | – | – |
| Warehouse Management System Project | 0.27 | – | – | – |
| Zld Plant | 1.33 | – | – | – |
| Emulsion Plant | 0.19 | – | – | – |
| CED Alkyd Tank | – | 2.17 | – | – |
| Mixing tank | – | 0.19 | – | – |
| Electrical Panel Room | 0.65 | – | – | – |
| Fire Hydrant | 0.37 | – | – | – |
| **Projects temporarily suspended** | | | | |
| Emulsion automation | – | 0.08 | – | 0.38 |
| Resin capacity expansion | – | – | – | 0.64 |

(b) CWIP of the Group whose completion is overdue, temporarily suspended or has exceeded its cost as compared to its original plan as at March 31, 2024 is as below:

₹ in Crores

| CWIP | To be completed in | | | |
|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| **Projects in progress** | | | | |
| ZNO Project | – | 2.69 | – | – |
| New 10 T Alkyd Resin Reactor | – | 1.16 | – | – |
| CED Alkyd Tank | – | 1.06 | – | – |
| Warehouse Management System Project | – | 0.27 | – | – |
| Emulsion Plant | 0.22 | – | – | – |
| Mixing tank | - | 0.19 | – | – |
| **Projects temporarily suspended** | | | | |
| Emulsion automation | – | – | 0.82 | – |
| Resin capacity expansion | – | – | 0.65 | – |



Notes to Consolidated Financial Statements (contd.)

### Note 6. Goodwill

₹ in Crores

| Particulars | Goodwill on Consolidation | Goodwill acquired separately | Total |
|---|---|---|---|
| **Gross Carrying Amount** | | | |
| **As at April 1, 2023** | 74.30 | 207.39 | 281.69 |
| Additions | – | – | – |
| Disposals | – | – | – |
| Translation Difference | – | 22.97 | 22.97 |
| **As at March 31, 2024** | **74.30** | **230.36** | **304.66** |
| Additions (Refer Note 61) | 22.21 | – | 22.21 |
| Disposals | – | – | – |
| Translation Difference | 0.02 | (3.75) | (3.73) |
| **As at March 31, 2025** | **96.53** | **226.61** | **323.14** |
| **Net Carrying Amount** | | | |
| **As at March 31, 2025** | **96.53** | **226.61** | **323.14** |
| **As at March 31, 2024** | **74.30** | **230.36** | **304.66** |

Refer Notes 3.1 and 45(vii).

The carrying amount of goodwill has been allocated as follows:

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Goodwill on Consolidation** | | |
| SBL Specialty Coatings Private Limited | 64.51 | 64.51 |
| Berger Hesse Wood Coatings Private Limited | 1.56 | 1.56 |
| STP Limited | 7.16 | 7.16 |
| Berger Jenson & Nicholson (Nepal) Private Limited | 0.99 | 0.99 |
| Lusako Trading Limited | 0.05 | 0.05 |
| Berger Paints (Cyprus) Limited | 0.03 | 0.03 |
| **Goodwill acquired separately** | | |
| Bolix S.A. | 226.63 | 230.36 |
| Surefire Management Services Limited | 22.21 | – |
| **Total** | **323.14** | **304.66** |

## Notes to Consolidated Financial Statements (contd.)

### Note 7. a. Other Intangible assets

₹ in Crores

| Particulars | Computer Software | Copyright/Patent right/Trademark | Total |
|---|---|---|---|
| **Gross Carrying Amount** | | | |
| **As at April 1, 2023** | **28.77** | **0.15** | **28.92** |
| Additions | 6.96 | – | 6.96 |
| Disposals | (0.16) | – | (0.16) |
| Translation Difference | 0.88 | – | 0.88 |
| **As at March 31, 2024** | **36.45** | **0.15** | **36.60** |
| Additions | 7.76 | 13.05 | 20.81 |
| Disposals/ Adjustments | (13.69) | – | (13.69) |
| Translation Difference | (0.17) | – | (0.17) |
| **As at March 31, 2025** | **30.35** | **13.20** | **43.55** |
| **Accumulated Amortisation** | | | |
| **As at April 1, 2023** | **13.15** | **0.05** | **13.20** |
| Charge for the year | 5.85 | 0.02 | 5.87 |
| Disposals | (0.01) | – | (0.01) |
| Translation Difference | 0.74 | – | 0.74 |
| **As at March 31, 2024** | **19.73** | **0.07** | **19.80** |
| Charge for the year | 6.94 | 0.02 | 6.96 |
| Disposals | (13.69) | – | (13.69) |
| Translation Difference | (0.15) | – | (0.15) |
| **As at March 31, 2025** | **12.83** | **0.09** | **12.92** |
| **Net Carrying Amount** | | | |
| **As at March 31, 2025** | **17.52** | **13.11** | **30.63** |
| **As at March 31, 2024** | **16.72** | **0.08** | **16.80** |



Notes to Consolidated Financial Statements (contd.)

### Note 7. b. Intangible assets under development

₹ in Crores

| Particulars | Computer Software |
|---|---|
| **As at April 1, 2023** | **0.35** |
| Addition | 8.22 |
| Transferred to Intangible Assets | (6.96) |
| **As at March 31, 2024** | **1.61** |
| Addition | 8.83 |
| Transferred to Intangible Assets | (7.76) |
| **As at March 31, 2025** | **2.68** |

**Intangible asset under development ageing schedule:**

₹ in Crores

| Particulars | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Amount in intangible assets under development for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 2.09 | 0.59 | – | – | 2.68 |

₹ in Crores

| Particulars | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Amount in intangible assets under development for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Projects in progress | 1.61 | – | – | – | 1.61 |

There are no projects as on current reporting period where activity has been suspended. Also there are no projects as on the reporting period which has exceeded cost as compared to its original plan or where completion is overdue.

### Note 8. a. Investments in Joint Ventures

The Group has 48.98% and 49% interest in Berger Becker Coatings Private Limited (joint venture with Becker Industrial Coatings Holding AB - Sweden) and Berger Nippon Paint Automotive Coatings Private Limited (Company's Joint Venture with Issac Newton Corporation). The Group also has a step down joint venture namely Surefire Management Services Limited with Green Dynamo Limited which has been converted into step down subsidiary w.e.f. April 23, 2024 (also refer note 61). These joint ventures are private limited companies that are not listed on any public stock exchange. The Group's interest in joint ventures are accounted for using the equity method in its consolidated financial statements. Carrying amounts of interest in joint ventures as on March 31, 2025 and March 31, 2024 are ₹198.95 crores and ₹169.16 crores respectively.

## Notes to Consolidated Financial Statements (contd.)

### Note 8. a. Investments in Joint Ventures (contd.)

Summarised financial information in respect of aforesaid joint ventures of the Group, based on their financial statements are set out below:

**Summarised balance sheet:**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Non-current assets | 286.93 | 229.02 |
| Current Assets | 417.21 | 347.66 |
| Non-Current Liabilities | (5.68) | (7.43) |
| Current Liabilities | (205.36) | (136.95) |
| Equity | 166.00 | 432.31 |

**Summarised statement of profit and loss:**

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Total income | 693.22 | 665.29 |
| Total expenses | 623.75 | 574.50 |
| Profit before tax | 69.47 | 90.79 |
| Tax expenses | (4.24) | (3.34) |
| Profit after tax | 65.23 | 87.45 |
| Other Comprehensive Income/(loss) | (0.06) | 0.09 |
| Total Comprehensive Income | 65.17 | 87.54 |
| Group's Share of Profit from joint ventures | 35.06 | 41.02 |
| Group's share of Other Comprehensive Income/(loss) for the year from joint ventures | (0.03) | 0.05 |
| Group's share of Total Comprehensive Income for the year from joint ventures | 35.03 | 41.07 |

The Joint Ventures have the following commitments:

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | 53.63 | 2.77 |

The Joint Ventures have the following contingent liability:

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Income tax | 23.18 | 9.21 |
| Others | 6.68 | 4.20 |



Notes to Consolidated Financial Statements (contd.)

### Note 8. b. Non-current financial assets - Investments

| Particulars | Nominal Value per unit | Currency | Number of shares: As at March 31, 2025 | Number of shares: As at March 31, 2024 | Amount (₹ in Crores): As at March 31, 2025 | Amount (₹ in Crores): As at March 31, 2024 |
|---|---|---|---|---|---|---|
| **At Fair Value through Profit or Loss (FVTPL):** | | | | | | |
| **Investment in equity other than joint ventures** | | | | | | |
| Equity Shares - Unquoted (Fully Paid) | | | | | | |
| Charotar Gas Company * | 10 | INR | 10 | 10 | 0.00 | 0.00 |
| **Total *** | | | | | **0.00** | **0.00** |
| **Aggregate book value of Unquoted Investments*** | | | | | 0.00 | 0.00 |

Refer note 54 for information about fair value determination.

* Refer note 60.

### Note 9. Non Current financial assets-Trade receivables

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Unsecured | | |
| Considered good | 10.14 | 20.93 |
| Credit impaired | 16.90 | 8.90 |
| Less: Allowance for credit impaired trade receivable | (16.90) | (8.90) |
| **Total** | **10.14** | **20.93** |

(i) Trade receivables are non-interest bearing and generally have credit period between 30 to 90 days.

(ii) Refer Note 55 for movement in expected credit allowance on trade receivables.

(iii) There are no disputed trade receivables.

(iv) Non-current classification is basis the agreed terms with customers.

(v) There are no unbilled dues as on each reporting date.

## Notes to Consolidated Financial Statements (contd.)

### Note 9. Non Current financial assets-Trade receivables (contd.)

**Trade Receivables Ageing Schedule**

₹ in Crores

| Particulars | Not due | Outstanding as on March 31, 2025 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months – 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 10.14 | – | – | – | – | – | 10.14 |
| Credit impaired | 2.23 | – | – | – | 2.63 | 12.04 | 16.90 |

| Particulars | Not due | Outstanding as on March 31, 2024 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months – 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 15.16 | – | – | 2.63 | 3.14 | – | 20.93 |
| Credit impaired | – | – | – | – | 5.07 | 3.83 | 8.90 |

### Note 10. Non-current financial assets-Other financial assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Security deposits* @ | 28.00 | 24.09 |
| Bank Deposits with remaining maturity of more than twelve months ** | 0.67 | 0.68 |
| Subsidy receivable @@ | 73.01 | 73.94 |
| **Total** | **101.68** | **98.71** |

* Refer Note 51b for security deposits given to related parties.

** Includes deposits pledged against bank guarantees.

@ Security Deposits include deposits on account of rent and electricity.

@@ The Holding Company has subsidy receivable under various Incentive Schemes/Packages of State Government and Government of India applicable to eligible units. The same is expected to be received beyond operating cycle. There are no unfulfilled conditions or contingencies attached to these grants.



Notes to Consolidated Financial Statements (contd.)

### Note 11. Income Tax assets (net)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance payment of income tax<br>[Net of provision for tax of ₹2016.92 crores (March 31, 2024 - ₹1,727.54 crores)] | 47.42 | 48.51 |
| **Total** | **47.42** | **48.51** |

### Note 12. Other non-current assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Capital advances | 56.36 | 9.31 |
| Prepayments | 1.49 | 0.09 |
| Balances with statutory/government authorities # | 16.17 | 14.39 |
| **Total** | **74.02** | **23.79** |

# Includes payments made to various Government Authorities under protest relating to certain indirect tax matters/demand of lease rentals.

### Note 13. Inventories

(at lower of cost and net realisable value)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Raw materials [Including in-transit ₹69.82 crores (March 31, 2024 - ₹95.19 crores)] | 748.88 | 701.50 |
| Packing materials | 47.79 | 43.60 |
| Work in progress | 156.95 | 144.91 |
| Finished goods [Including in-transit ₹0.91 crore (March 31, 2024 - ₹0.26 crore)] | 1,261.97 | 1,118.51 |
| Stock-in-trade | 126.00 | 147.09 |
| Stores and Spares | 24.55 | 24.07 |
| **Total** | **2,366.14** | **2,179.68** |

The Group has recognised income/(expenses) of ₹ (3.26) crores [March 31, 2024: ₹ 8.99 crores] (net of reversal) in respect of write down of inventory to net realisable value, slow moving, damaged and obsolete items.

Also refer Note 28 for information on inventories pledged as security.

## Notes to Consolidated Financial Statements (contd.)

### Note 14. Current financial assets - Investments

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At fair value through profit and loss (FVTPL):** | | |
| Investments in Mutual Funds - Unquoted | 333.68 | 85.91 |
| **Aggregate amount of Unquoted Investments** | **333.68** | **85.91** |

Refer Note 54 for determination of fair value.

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Units (In nos.) | Amount (₹ in Crores) | Units (In nos.) | Amount (₹ in Crores) |
| **At fair value through profit or loss (FVTPL):** | | | | |
| Investments in Mutual Funds – Unquoted | | | | |
| HDFC Money Market Fund - Direct Plan - Growth | 1,07,602.38 | 61.52 | 9,751.88 | 5.17 |
| Aditya Birla Sun Life Money Manager Fund - Growth - Direct Plan | 13,50,184.31 | 49.64 | 5,95,238.19 | 20.29 |
| Tata Money Market Fund Direct Plan - Growth | 98,143.83 | 46.29 | 22,951.37 | 10.02 |
| ICICI Prudential Money Market Fund - Direct Plan - Growth | 11,84,876.60 | 44.63 | – | – |
| Nippon India Low Duration Fund- Direct Growth Plan | 1,05,152.56 | 40.86 | – | – |
| Kotak Low Duration Fund- Direct- Growth | 71,188.06 | 25.39 | – | – |
| Kotak Money Market Fund - Direct Plan - Growth | 38,698.84 | 17.20 | – | – |
| Axis Tresury Advantage Fund - Direct Growth | 47,633.60 | 15.12 | – | – |
| SBI Savings Fund - Direct Plan - Growth | 32,42,741.62 | 14.14 | – | – |
| Axis Money Market Fund - Direct Plan - Growth | 53,314.61 | 7.55 | – | – |
| HDFC Ultra Short Term Fund - Direct Plan - Growth | 34,00,077.98 | 5.16 | 38,05,108.79 | 5.36 |
| Axis Liquid Fund - Direct Growth | 8,926.67 | 2.57 | – | – |
| Kotak Liquid Fund Direct Plan Growth | 4,895.36 | 2.56 | 40,986.14 | 19.99 |
| HDFC Liquid Fund - Direct Plan - Growth Option | 2,032.81 | 1.04 | 40,182.69 | 19.06 |
| Franklin India Short Term Income Plan - Retail Plan - Direct Plan - Growth | 18.52 | 0.01 | 18.52 | 0.01 |
| Tata Liquid Fund Direct Plan - Growth | – | – | 15,766.33 | 6.01 |
| **Aggregate amount of Unquoted Investments** | | **333.68** | | **85.91** |



## Notes to Consolidated Financial Statements (contd.)

### Note 15. Current financial assets-Trade receivables

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Unsecured** | | |
| Considered good # | 1,535.67 | 1,302.02 |
| Credit impaired | 55.04 | 48.51 |
| Less : Allowance for credit impaired trade receivables | (55.04) | (48.51) |
| **Total** | **1,535.67** | **1,302.02** |
| **# Includes debts due from related parties:** | | |
| Berger Becker Coatings Private Limited | 3.59 | 7.16 |
| Berger Nippon Paint Automotive Coatings Private Ltd. | 18.80 | 21.49 |
| Berger Paints (Bangladesh) Limited | 0.07 | 0.02 |
| Shalimar Tar Products Limited | 0.02 | 0.01 |

(i) Trade receivables are non-interest bearing and generally have credit period from 30 to 90 days.

(ii) For terms and conditions relating to related party receivables, refer Note 51b.

(iii) Refer Note No. 55 for Movement in expected credit loss allowance on trade receivables.

### Note 15 a. Trade receivables Ageing Schedule

₹ in Crores

| Particulars | Current but not due | Outstanding as on March 31, 2025 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months – 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 1,173.74 | 295.17 | 33.08 | 16.23 | 9.28 | 8.17 | 1,535.67 |
| Credit impaired | 1.61 | 2.26 | 2.94 | 11.27 | 6.84 | 3.28 | 28.20 |
| **Disputed Trade Receivables** | | | | | | | |
| Credit impaired | 0.57 | 0.56 | 3.05 | 6.14 | 8.59 | 7.93 | 26.84 |

| Particulars | Current but not due | Outstanding as on March 31, 2024 from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 Months | 6 months – 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed Trade Receivables** | | | | | | | |
| Considered good | 946.99 | 283.91 | 44.85 | 18.79 | 2.54 | 4.94 | 1,302.02 |
| Credit impaired | 1.47 | 1.83 | 2.36 | 13.01 | 8.28 | 2.78 | 29.73 |
| **Disputed Trade Receivables** | | | | | | | |
| Credit impaired | 0.46 | 0.34 | 2.67 | 6.96 | 4.58 | 3.77 | 18.78 |

**Note** - The Group has unbilled dues of ₹67.13 crores as at March 31, 2025 (March 31, 2024: Nil).

## Notes to Consolidated Financial Statements (contd.)

### Note 16. Current Financial assets- Cash and Cash Equivalents

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Balances with banks: | | |
| – On current accounts | 182.88 | 175.66 |
| – Deposits with original maturity of less than three months # | 68.22 | 62.02 |
| Cheques/drafts on hand | 2.35 | 2.11 |
| Cash on hand | 0.50 | 0.47 |
| **Total** | **253.95** | **240.26** |

# Deposits made for period upto three months, depending on the immediate cash requirements of the Group, and earn interest between 1.75% - 7.55 % p.a. (March 31, 2024-1.75% - 9.50% p.a).

### Note 17. Current Financial Assets - Other bank balances

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Other bank balances: | | |
| – Balance in Unpaid Dividend Account*^ | 4.31 | 4.35 |
| – Deposits with original maturity of not less than three months but not more than twelve months # | 241.83 | 206.01 |
| Earmarked balances | 0.39 | 0.03 |
| **Total** | **246.53** | **210.39** |

* Earmarked for payment of Unclaimed Dividend.
^There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Group except for the following instance in case of Holding Company:

| Period to which the amount relates & reason | Amount (₹Crore) | Due Date | Date of Payment |
|---|---|---|---|
| FY 2016-17 (on account of integration of bank portal with MCA) | 1.37 | 08-10-2024 | 21-11-2024 |

# Deposits with Banks earn interest between 3.30% to 7.95% p.a (March 31, 2024-6.70% to 9.44% p.a) and are made for periods between three to twelve months (March 31, 2024 - periods between three to twelve months).

### Note 18. Loans

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Loan to Joint Venture (Refer Note 51b) * | – | 43.07 |
| **Total** | **–** | **43.07** |

* The above loan amounting to PLN Nil (March 31, 2024: PLN 2.04 crores) has been given by Bolix S.A. to it's joint venture Surefire Management Services Limited and will be repaid by December 31, 2024. Further, the interest rate is determined based on the 'safe harbour' mechanism, i.e., the base interest rate plus 2.4% margin. The said loan is unsecured and utilised by the Joint Venture for its business activities. During current year, Surefire Management Services Limited has been converted into step down subsidiary w.e.f April 23, 2024 (Refer Note 61).



Notes to Consolidated Financial Statements (contd.)

### Note 19. Current Financial assets - Other financial assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Security deposits* @ | 4.05 | 4.92 |
| Deposits with remaining maturity of more than twelve months ## | 5.28 | 23.85 |
| Interest accrued on deposits | 6.55 | 7.45 |
| Subsidy receivable # | 15.42 | 32.48 |
| Other receivables** | 5.79 | 2.69 |
| **Total** | **37.09** | **71.39** |

* Refer Note 51b for security deposit given to related parties.
@ Security deposits include deposits on account of rent, tender and combined contracts.
## Deposits with Banks earn interest @ 7.20% p.a (March 31, 2024: 5.25% to 7.30% p.a) and are made for periods of more than twelve months.
# The Holding Company has subsidy receivable under various Incentive Schemes/Packages of State Government and Government of India applicable to eligible units. There are no unfulfilled conditions or contingencies attached to these grants.
** Includes receivable from the following related party (Refer Note 51b).

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Berger Paints (Bangladesh) Limited [Fellow Subsidiary] | 0.29 | 0.29 |
| **Total** | **0.29** | **0.29** |

### Note 20. Other current assets

(Unsecured, considered good unless otherwise stated)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advances other than capital advances | 22.63 | 20.86 |
| Prepayments | 24.70 | 26.27 |
| Balances with statutory/government authorities * | 69.91 | 138.18 |
| **Total** | **117.24** | **185.31** |

* Includes balance of goods and service tax.

### Note 21. Equity Share Capital

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 1,20,00,00,000 Equity Shares of ₹1 each<br>(March 31, 2024: 1,20,00,00,000 Equity Shares of ₹1 each) | 120.00 | 120.00 |
| **Issued Share Capital** | | |
| 1,16,59,86,259 Equity Shares of ₹1 each fully paid up<br>(March 31, 2024: 1,16,58,87,529 Equity Shares of ₹1 each fully paid up) | 116.60 | 116.59 |
| **Subscribed and Paid-up Share Capital** | | |
| 1,16,58,94,779 Equity Shares of ₹1 each fully paid up<br>(March 31, 2024:1,16,57,96,049 Equity Shares of ₹1 each fully paid up) | 116.59 | 116.58 |

## Notes to Consolidated Financial Statements (contd.)

### Note 21. Equity Share Capital (contd.)

**a) The reconciliation of share capital is given below:**

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | ₹ in Crores | No. of Shares | ₹ in Crores |
| **At the beginning of the year** | 1,16,57,96,049 | 116.58 | 97,14,22,485 | 97.14 |
| Add: Shares issued on exercise of Employee Stock Options (Refer Note 48) | 98,730 | 0.01 | 89,067 | 0.01 |
| Add: Bonus Shares issued (Refer Note c below) | | - | 19,42,84,497 | 19.43 |
| **At the end of the year** | **1,16,58,94,779** | **116.59** | **1,16,57,96,049** | **116.58** |

**b) Terms/Rights attached to equity shares**

The Holding Company has only one class of equity shares having a par value of ₹1 each. Holder of each equity share is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) Bonus Shares issued during the previous financial year**

On September 25, 2023, the Holding Company had allotted 19,42,84,497 bonus shares of Rupee one each (fully paid up) in the proportion of 1 bonus share for every 5 fully paid up equity shares to eligible shareholders whose names appeared in the Register of Members as on September 23, 2023, being the record date fixed for this purpose, in accordance with approval received from the Members by way of postal ballot, result of which was declared on September 08, 2023. The said bonus shares rank pari passu in all respects with the existing equity shares of the Holding Company, including dividend. As a result of the bonus issue, the paid-up capital of the Holding Company increased to ₹116.57 crores from ₹97.14 crores. The paid-up capital on account of bonus issue of ₹19.43 crores has been appropriated from securities premium.

Equity shares allotted as fully paid-up bonus shares during the period of five years immediately preceding the balance sheet date.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | No. of Shares | No. of Shares |
| Bonus Shares issued in FY 2023-24 | – | 19,42,84,497 |

**d) Equity shares held by the ultimate holding company and/or the subsidiaries/associates of holding company**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | No. of Shares | No. of Shares |
| U K Paints (India) Private Limited (Ultimate Holding Company) | 58,40,35,478 | 58,40,35,478 |
| Jenson & Nicholson (Asia) Limited (Fellow Subsidiary) | 16,87,88,138 | 16,87,88,138 |
| Citland Commercial Credits Limited (Fellow Subsidiary) | 3,70,98,790 | 3,70,98,790 |
| Wang Investment & Finance Pvt. Ltd. (Fellow Subsidiary) | 3,59,82,696 | 3,59,82,696 |
| Bigg Investment & Finance Pvt. Ltd. (Fellow Subsidiary) | 95,42,904 | 95,42,904 |



Notes to Consolidated Financial Statements (contd.)

Note 21. Equity Share Capital (contd.)

**e) Details of shareholders holding more than 5 percent of equity shares in the Holding Company**

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | % holding | No. of Shares | % holding |
| U K Paints (India) Private Limited (Ultimate Holding Company) | 58,40,35,478 | 50.09% | 58,40,35,478 | 50.10% |
| Jenson & Nicholson (Asia) Limited (Fellow Subsidiary) | 16,87,88,138 | 14.48% | 16,87,88,138 | 14.48% |

As per records of the Holding Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares as declared under the relevant provisions of the Companies Act, 2013.

**f) Shares reserved for issue under Employee Stock Options:**

For movement of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Holding Company, refer Note 48.

**g)** The Holding Company has not issued any shares pursuant to any contract without payment being received in cash. The Holding Company has not bought back any shares.

**h) Details of shares held by promoters of the Holding Company**

**Equity shares of ₹1 each fully paid up**

| Promoter Name | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | No. of shares at the beginning of the year | Change during the year | No. of shares at the end of the year | % of Total Shares | % change during the year |
| Anshana Sawhney | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| Bigg Investments & Finance Private Limited | 95,42,904 | – | 95,42,904 | 0.82 | 0.00 |
| Citland Commercial Credits Limited | 3,70,98,790 | – | 3,70,98,790 | 3.18 | 0.00 |
| Dipti Dhingra | 1,58,054 | – | 1,58,054 | 0.01 | 0.00 |
| Gurbachan Singh Dhingra | 53,38,665 | – | 53,38,665 | 0.46 | 0.00 |
| GBS Dhingra Family Trust | 70,94,019 | – | 70,94,019 | 0.61 | 0.00 |
| Jenson & Nicholson (Asia) Limited | 16,87,88,138 | – | 16,87,88,138 | 14.48 | 0.00 |
| Jessima Kumar | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| Kanwardip Singh Dhingra | 8,40,000 | – | 8,40,000 | 0.07 | 0.00 |
| Kuldip Singh Dhingra | 66,18,085 | – | 66,18,085 | 0.57 | 0.00 |
| KSD Family Trust | 99,74,568 | – | 99,74,568 | 0.86 | 0.00 |
| Meeta Dhingra | 11,99,998 | – | 11,99,998 | 0.10 | 0.00 |
| Rishma Kaur | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| Sunaina Kohli | 7,20,000 | – | 7,20,000 | 0.06 | 0.00 |
| U K Paints (India) Private Limited | 58,40,35,478 | – | 58,40,35,478 | 50.09 | 0.00 |
| Vinu Dhingra | 46,78,041 | – | 46,78,041 | 0.40 | 0.00 |
| Wang Investment & Finance Private Limited | 3,59,82,696 | – | 3,59,82,696 | 3.09 | 0.00 |
| **Total** | **87,42,29,436** | **–** | **87,42,29,436** | **74.98** | |

## Notes to Consolidated Financial Statements (contd.)

### Note 21. Equity Share Capital (contd.)

**Equity shares of ₹1 each fully paid up**

| Promoter Name | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | No. of shares at the beginning of the year | Change during the year (Refer Note C above) | No. of shares at the end of the year | % of Total Shares | % change during the year |
| Anshana Sawhney | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| Bigg Investments & Finance Private Limited | 79,52,420 | 15,90,484 | 95,42,904 | 0.82 | 20.00 |
| Citland Commercial Credits Limited | 3,09,15,659 | 61,83,131 | 3,70,98,790 | 3.18 | 20.00 |
| Dipti Dhingra | 1,31,712 | 26,342 | 1,58,054 | 0.01 | 20.00 |
| Gurbachan Singh Dhingra | 44,48,888 | 8,89,777 | 53,38,665 | 0.46 | 20.00 |
| GBS Dhingra Family Trust | 59,11,683 | 11,82,336 | 70,94,019 | 0.61 | 20.00 |
| Jenson & Nicholson (Asia) Limited | 14,06,56,782 | 2,81,31,356 | 16,87,88,138 | 14.48 | 20.00 |
| Jessima Kumar | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| Kanwardip Singh Dhingra | 7,00,000 | 1,40,000 | 8,40,000 | 0.07 | 20.00 |
| Kuldip Singh Dhingra | 55,15,071 | 11,03,014 | 66,18,085 | 0.57 | 20.00 |
| KSD Family Trust | 83,12,140 | 16,62,428 | 99,74,568 | 0.86 | 20.00 |
| Meeta Dhingra | 9,99,999 | 1,99,999 | 11,99,998 | 0.10 | 20.00 |
| Rishma Kaur | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| Sunaina Kohli | 6,00,000 | 1,20,000 | 7,20,000 | 0.06 | 20.00 |
| U K Paints (India) Private Limited | 48,66,65,399 | 9,73,70,079 | 58,40,35,478 | 50.10 | 20.01 |
| Vinu Dhingra | 38,98,368 | 7,79,673 | 46,78,041 | 0.40 | 20.00 |
| Wang Investment & Finance Private Limited | 2,99,85,580 | 59,97,116 | 3,59,82,696 | 3.09 | 20.00 |
| **Total** | **72,84,93,701** | **14,57,35,735** | **87,42,29,436** | **74.99** | |



Notes to Consolidated Financial Statements (contd.)

### Note 22. Other equity

**For the year ended March 31, 2025**

₹ in Crores

| Particulars | Reserves & Surplus | | | | | | Foreign currency translation reserve | Equity attributable to equity holders of the parent | Non-Controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital Redemption reserve | | | | |
| **As at April 1, 2024 (A)** | **113.21** | **5.12** | **4,834.69** | **0.19** | **302.87** | **0.04** | **6.27** | **5,262.39** | **10.20** | **5,272.59** |
| Profit for the year | – | – | 1,180.40 | – | – | – | – | 1,180.40 | 2.41 | 1,182.81 |
| Other comprehensive income/(loss) for the year (net of tax) | – | – | (0.70) | – | – | – | (2.61) | (3.31) | (0.02) | (3.33 ) |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,179.70** | **–** | **–** | **–** | **(2.61)** | **1,177.09** | **2.39** | **1,179.48** |
| Share based payments (Note 48) | – | 6.46 | – | – | – | – | – | 6.46 | – | 6.46 |
| Exercise of share options (Note 48) | 5.64 | (5.64) | – | – | – | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 48) | – | (0.34) | – | – | – | – | – | (0.34) | – | (0.34) |
| Transfer to housing reserves (Note 32) | – | – | (0.06) | – | – | – | – | (0.06) | – | (0.06) |
| Dividends (Note 34) | – | – | (408.03) | – | – | – | – | (408.03) | – | (408.03) |
| Bonus Shares (Note 21) | – | – | – | – | – | – | – | - | – | - |
| **Total (C)** | **5.64** | **0.48** | **(408.09)** | **–** | **–** | **–** | **–** | **(401.97)** | **–** | **(401.97)** |
| **As at March 31, 2025 (A+B+C)** | **118.85** | **5.60** | **5,606.30** | **0.19** | **302.87** | **0.04** | **3.66** | **6,037.51** | **12.59** | **6,050.10** |

## Notes to Consolidated Financial Statements (contd.)

### Note 22. Other equity (contd.)

**For the year ended March 31, 2024**

₹ in Crores

| Particulars | Reserves & Surplus | | | | | | Foreign currency translation reserve | Equity attributable to equity holders of the parent | Non-Controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | Capital reserve | General reserve | Capital Redemption reserve | | | | |
| **As at April 1, 2023 (A)** | **127.47** | **4.58** | **3,977.96** | **0.19** | **302.87** | **0.04** | **(16.13)** | **4,396.98** | **8.14** | **4,405.12** |
| Profit for the year | – | – | 1,167.74 | – | – | – | – | 1,167.74 | 2.08 | 1,169.82 |
| Other comprehensive income/(loss) for the year (net of tax) | – | – | (0.09) | – | – | – | 22.40 | 22.31 | (0.02) | 22.29 |
| **Total Comprehensive Income for the year (B)** | **–** | **–** | **1,167.65** | **–** | **–** | **–** | **22.40** | **1,190.05** | **2.06** | **1,192.11** |
| Share based payments (Note 48) | – | 6.04 | – | – | – | – | – | 6.04 | – | 6.04 |
| Exercise of share options (Note 48) | 5.17 | (5.17) | – | – | – | – | – | – | – | – |
| Share Options forfeited/lapsed (Note 48) | – | (0.33) | – | – | – | – | – | (0.33) | – | (0.33) |
| Transfer to housing reserves (Note 32) | – | – | (0.06) | – | – | – | – | (0.06) | – | (0.06) |
| Dividends (Note 34) | – | – | (310.86) | – | – | – | – | (310.86) | – | (310.86) |
| Bonus Shares (Note 21) | (19.43) | – | – | – | – | – | – | (19.43) | – | (19.43) |
| **Total (C)** | **(14.26)** | **0.54** | **(310.92)** | **–** | **–** | **–** | **–** | **(324.64)** | **–** | **(324.64)** |
| **As at March 31, 2024 (A+B+C)** | **113.21** | **5.12** | **4,834.69** | **0.19** | **302.87** | **0.04** | **6.27** | **5,262.39** | **10.20** | **5,272.59** |



Notes to Consolidated Financial Statements (contd.)

### Note 22. Other equity (contd.)

**Nature and purpose of reserves**

**Securities Premium** – Premium received on equity shares issued including those under Employee stock option plan are recognised in the securities premium account net of utilization for bonus shares issued etc. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

**Retained Earnings** – Retained earnings includes surplus in the Statement of Profit and Loss, Ind-AS related adjustments as on the date of transition, remeasurement gains/(losses) on defined benefit plans less any transfer to general reserve, dividends or other distributions paid to shareholders.

**General Reserve** – Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations, to ensure that if a dividend distribution in a given year is more than 10% of the paid capital of the Company for that year, the total dividend distribution is less than the total distributable profits/(losses) for that year. Consequent to introduction of The Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

**Share based payment reserve** – The Holding Company has an employee stock option plan (ESOP) under which options to subscribe for the Holding Company's shares have been granted to specific employees.

The Share based payment reserve is used to recognise the value of equity-settled share-based payments to employees as part of their remuneration. The year end balance is net off options exercised by the concerned employees. Refer to Note 48 for further details of these plans.

**Foreign Currency Translation Reserve** – Represents exchange difference on translation of financial statements of foreign subsidiaries.

Also, during the previous year, Berger Paints (Cyprus) Limited (BPCL) (overseas subsidiary of the Holding Company) had revised the repayment timelines for the loan extended by BPCL to Berger Paints Overseas Limited (Step down overseas subsidiary of BPCL) in earlier years, which was originally repayable on its maturity. As per the revised terms, the loan will be renewed upon its maturity and the Holding Company/BPCL does not intend to demand its repayment in a foreseeable future. Accordingly, as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates', the Group has designated the said loan as net investment in the foreign operations and the resulting gain/(loss) on exchange differences arising on the retranslation of the said loan amounting to ₹8.63 crores for the year ended March 31, 2025 [March 31, 2024 - ₹(22.33) crores] has been included in foreign currency translation reserve.

**Capital redemption reserve** – Represents amount equal to the face value of equity shares transferred at the time of buy-back of shares in earlier years.

**Capital Reserve** – Includes profit on re-issue of forfeited shares.

## Notes to Consolidated Financial Statements (contd.)

### Note 23. Non Current Financial Liabilities-Borrowings

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Secured** | | |
| From Banks | | |
| Term Loan (refer note - 1 below) | 2.96 | 6.00 |
| **Total** | **2.96** | **6.00** |

**Note 1**:
Comprises of :

i. Term Loans of Polish Zloty (PLN) aggregating 1.43 million (March 31, 2024 - PLN 2.84 million) [equivalent ₹2.96 crores (March 31, 2024- equivalent ₹6.00 crores)] secured by way of hypothecation and/or mortgage over the property held at Zywiec in Poland. Loan amounting to PLN 1.38 million carries interest rate at WIBOR 1 Month + margin and Loan amounting to PLN 0.05 million carries interest rate @2.5% per annum (March 31, 2024 – WIBOR 3 Month + margin) and it is repayable by June 2026.

ii. The Current portion of above long term borrowings are reflected in Note 28.

### Note 24. Non Current Financial liabilities- Other financial liabilities

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Deposits @ | 68.21 | 72.35 |
| **Total** | **68.21** | **72.35** |

@ Includes deposits from distributor, franchisee and on account of colour bank machines.

### Note 25. Non Current Provisions

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Provision for employee benefits** | | |
| - Provision for gratuity (Refer Note 47) | 5.16 | 4.17 |
| - Provision for leave encashment | 5.10 | 4.12 |
| **Others** | | |
| Provision for decommissioning [Refer Note (a) below] | 5.01 | 4.64 |
| **Total** | **15.27** | **12.93** |
| **(a) Provision for decommissioning #** | | |
| At the beginning of the year | 4.64 | 4.29 |
| Discount unwinding for the year (Refer Note 41) | 0.37 | 0.35 |
| **At the end of the year** | **5.01** | **4.64** |

# Recognised towards provision for decommissioning/dismantling of Property, Plant and Equipment on leasehold lands.



Notes to Consolidated Financial Statements (contd.)

### Note 26. Deferred Tax Assets & Liabilities (net)

₹ in Crores

| Particulars | Balance as at April 01, 2024 | Recognised/ (reversed) in profit and loss during the year | Recognised/ (reversed) in other comprehensive income during the year | Exchange differences on consolidation during the year | Balance as at March 31, 2025 |
|---|---|---|---|---|---|
| **Deferred tax liabilities in relation to:** | | | | | |
| Temporary differences on depreciable assets | 138.46 | 16.59 | – | (0.53) | 154.52 |
| Financial Assets at fair value through profit and loss | 0.49 | 0.58 | – | – | 1.07 |
| Right-of-use assets under Ind AS 116 | 126.09 | | – | – | 126.09 |
| Others | – | – | – | – | – |
| **Total (A)** | **265.04** | **17.17** | **–** | **(0.53)** | **281.68** |
| **Deferred tax assets in relation to:** | | | | | |
| Expenses allowable on payment basis for tax purposes | 41.44 | 10.04 | – | – | 51.48 |
| Temporary differences on depreciable assets | 0.09 | 0.04 | – | – | 0.13 |
| Decommissioning liability | 1.17 | 0.09 | – | – | 1.26 |
| Others through other comprehensive income | 4.27 | (0.00) | 0.22 | – | 4.49 |
| Lease liabilities under Ind AS 116 | 137.88 | 2.69 | – | – | 140.57 |
| Others | 10.26 | 5.53 | – | – | 15.79 |
| **Total (B)** | **195.11** | **18.39** | **0.22** | **–** | **213.72** |
| **Net deferred tax assets/(liabilities)** | **(69.93)** | **1.22** | **0.22** | **0.53** | **(67.96)** |
| **Disclosed as** | | | | | |
| **Deferred tax assets (Net)** | **0.86** | **–** | **–** | **–** | **6.82** |
| **Deferred tax liabilities (Net)** | **(70.79)** | **–** | **–** | **–** | **(74.78)** |
| | **(69.93)** | **–** | **–** | **–** | **(67.96)** |

## Note 26. Deferred Tax Assets & Liabilities (net) (contd.)

₹ in Crores

| Particulars | Balance as at April 01, 2023 | Recognised/ (reversed) in profit and loss during the year | Recognised/ (reversed) in other comprehensive income during the year | Exchange differences on consolidation during the year | Balance as at March 31, 2024 |
|---|---|---|---|---|---|
| **Deferred tax liabilities in relation to:** | | | | | |
| Temporary differences on depreciable assets | 108.41 | 26.76 | – | 3.29 | 138.46 |
| Financial Assets at fair value through profit and loss | 0.30 | 0.19 | – | – | 0.49 |
| Right-of-use assets under Ind AS 116 | 96.41 | 29.68 | – | – | 126.09 |
| Others | 0.13 | (0.13) | – | – | – |
| **Total (A)** | **205.25** | **56.50** | **–** | **3.29** | **265.04** |
| **Deferred tax assets in relation to:** | | | | | |
| Expenses allowable on payment basis for tax purposes | 35.10 | 6.34 | – | – | 41.44 |
| Temporary differences on depreciable assets | 0.08 | 0.01 | – | – | 0.09 |
| Decommissioning liability | 1.08 | 0.09 | – | – | 1.17 |
| Others through other comprehensive income | 4.22 | (0.01) | 0.06 | – | 4.27 |
| Lease liabilities under Ind AS 116 | 106.04 | 31.84 | – | – | 137.88 |
| Others | 3.64 | 6.62 | – | – | 10.26 |
| **Total (B)** | **150.16** | **44.89** | **0.06** | **–** | **195.11** |
| **Net deferred tax assets/(liabilities)** | **(55.09)** | **(11.61)** | **0.06** | **(3.29)** | **(69.93)** |
| **Disclosed as** | | | | | |
| **Deferred tax assets (Net)** | **0.76** | **–** | **–** | **–** | **0.86** |
| **Deferred tax liabilities (Net)** | **(55.85)** | **–** | **–** | **–** | **(70.79)** |
| | **(55.09)** | **–** | **–** | **–** | **(69.93)** |

### Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Accounting Profit before Income tax** | **1,533.41** | **1,515.87** |
| Profit before income tax multiplied by standard rate of corporate tax in India of 25.168% (March 31, 2024: 25.168%) | 385.93 | 381.51 |
| Effects of: | | |
| Additional deduction allowed in respect of Laboratory's equipment | (0.72) | (0.88) |
| Effect of different tax rates in the components | (7.31) | (3.72) |
| Disallowance of CSR expenditure | 6.25 | 5.53 |
| Other miscellaneous disallowances/(allowance) | 1.50 | 4.63 |
| **Net effective income tax** | **385.66** | **387.07** |
| Tax expense reported in the Statement of Profit and Loss: | | |
| Current tax | 386.88 | 375.46 |
| Deferred tax charge | (1.22) | 11.61 |
| | **385.66** | **387.07** |

The tax rate used for reconciliation above is the corporate tax rate of 25.168% (Previous Year 25.168%) payable by the Holding Company on taxable profits under Indian tax law.



Notes to Consolidated Financial Statements (contd.)

## Note 26. Deferred Tax Assets & Liabilities (net) (contd.)

The Group has the following unused tax losses pertaining to its subsidiaries Berger Paints (Cyprus) Limited including its step-down subsidiary and Berger Rock Paints Private Limited which arose on incurrence of capital losses and business losses under the Income Tax for which no deferred tax asset has been recognised in the Balance Sheet.

| Financial Year | Particulars | March 31, 2025 (₹ in Crores) | Expiry Date | March 31, 2024 (₹ in Crores) | Expiry Date |
|---|---|---|---|---|---|
| FY 2018-19 | Business Loss | – | – | 0.72 | Mar 2027 |
| FY 2018-19 | Depreciation | 0.06 | N.A. | 0.06 | N.A. |
| FY 2019-20 | Business Loss | – | – | 0.17 | Dec 2024 |
| FY 2019-20 | Business Loss | 1.86 | Mar 2028 | 3.21 | Mar 2028 |
| FY 2019-20 | Depreciation | 0.15 | N.A. | 0.15 | N.A. |
| FY 2020-21 | Business Loss | 0.07 | Dec 2025 | 0.07 | Dec 2025 |
| FY 2020-21 | Business Loss | 0.64 | Mar 2029 | 0.64 | Mar 2029 |
| FY 2020-21 | Depreciation | 0.15 | N.A. | 0.15 | N.A. |
| FY 2021-22 | Depreciation | 0.15 | N.A. | 0.15 | N.A. |
| FY 2021-22 | Business Loss | 0.11 | Dec 2026 | 0.11 | Dec 2026 |
| FY 2021-22 | Business Loss | 0.70 | Mar 2030 | 0.70 | Mar 2030 |
| FY 2022-23 | Business Loss | 0.17 | Dec 2031 | – | – |
| FY 2022-23 | Business Loss | 0.14 | Dec 2027 | 0.14 | Dec 2027 |
| FY 2023-24 | Business Loss | 0.08 | Dec 2028 | 0.08 | Dec 2028 |
| FY 2024-25 | Business Loss | 0.10 | Dec 2029 | – | – |

At the end of the reporting period, deferred tax liabilities have not been recognised on the temporary differences associated with undistributed earnings of the subsidiaries because management controls the distributions of the earnings of the subsidiaries to the holding company and it has no intention to distribute the earnings of the subsidiaries.

## Note 27. Non-current liabilities - Others

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Other liabilities* | 8.21 | 12.64 |
| **Total** | **8.21** | **12.64** |

* Includes deposits related to trade.

## Note 28. Current Financial liabilities- Borrowings

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Secured** | | |
| Cash credit (Refer Note 1 below) | 2.39 | 21.76 |
| Working capital demand loan (Refer Note 2 below) | 137.78 | 175.01 |
| Current maturities of long term borrowings (Refer Note 3 below) | 3.11 | 2.67 |
| **Total** | **143.28** | **199.44** |

## Notes to Consolidated Financial Statements (contd.)

### Note 28. Current Financial liabilities- Borrowings (contd.)

**Note - 1:**

Cash Credits from banks are secured by way of first charge on book debts, inventories and other current assets ranking pari passu between the lenders for the Holding Company and two subsidiaries (first pari passu charge over entire current assets of the Holding Company and two subsidiaries). Cash Credit is repayable on demand and carries interest of 9.00% to 10.30% per annum (March 31, 2024: 8.35% to 10.30% per annum).

**Note - 2:**

(i) Secured working capital demand loan of one of the subsidiary of ₹58.75 crores (March 31, 2024 -₹40.00 crores) is secured by hypothecation of stock & book debts and corporate guarantee of the Holding Company. Loans are repaid within maturity period of 7-90 days and carries interest at 7.10% - 8.25% per annum (March 31, 2024: 7.23% - 7.90% per annum).

(ii) Working Capital Demand Loan amounting to ₹Nil (March 31, 2024 - ₹60.00 crores) of the Holding company carried an interest at 7.90% per annum and are repaid within the maturity period of 02-69 days. Loan is secured by way of hypothecation of inventories and book debts.

(iii) Working Capital Demand Loan of PLN 3.84 million (equivalent ₹7.96 crores) (March 31, 2024-PLN 22.61 million (equivalent ₹47.74 crores) and carries interest at WIBOR 1 Month + margin. The facility is secured by a bank promissory note, a mortgage established on the ownership right on a real property located in Zywiec, as assignment of claims under a property insurance policy, an 'undisclosed' general assignment of claims and an assignment of claims under receivable insurance contract.

(iv) Working Capital Demand Loan of PLN 10.02 million [equivalent ₹20.77 crores] (March 31, 2024-PLN 5.61 million (equivalent ₹11.84 crores) and carries interest at SONIA + margin. The facility is secured by a blank promissory note, a mortgage established on the ownership right on a real property located in Zywiec, as assignment of claims under a property insurance policy, an 'undisclosed' general assignment of claims and an assignment of claims under receivable insurance contract.

(v) Working Capital Demand Loan of PLN 21.69 million (equivalent ₹44.96 crores) and carries interest at 1M EURIBOR + margin. The facility is secured by a blank promissory note, a mortgage established on the ownership right on a real property located in Zywiec, as assignment of claims under a property insurance policy, an 'undisclosed' general assignment of claims and an assignment of claims under receivable insurance contract.

(vi) Factoring agreement with Commercial Finance Limited- PLN 2.57 million (equivalent ₹5.34 crores) [March 31,2024: PLN 3.53 million (equivalent ₹7.45 crores)]. It is secured by a corporate guarantee and a pledge of assets.

(vii) Non recourse factoring agreement of PLN Nil [March 31, 2024: PLN 3.78 million (equivalent ₹7.98 crores) ] carries interest at WIBOR 1 Month + margin. The agreement is secured by a general assignment of receivables and a receivables insurance contract assignment.

**Note - 3:**

Current maturities of long term borrowings includes :-

Term Loans of Polish Zloty (PLN) aggregating 1.50 million (March 31, 2024 - PLN 1.26 million) [equivalent ₹3.00 crores (March 31, 2024- equivalent ₹2.67 crores)] secured by way of hypothecation and/or mortgage over the property held at Zywiec in Poland. Loan amounting to PLN 1.45 million carries interest rate at WIBOR 1 Month + margin and Loan amounting to PLN 0.05 million carries interest rate @2.5% per annum (March 31, 2024 - WIBOR 3 Month + margin).



Notes to Consolidated Financial Statements (contd.)

Note 28. Current Financial liabilities- Borrowings (contd.)

**Note - 4:**

Details of discrepancies between quarterly returns/statements of current assets filed by the Holding Company with banks and books of accounts are as follows:

₹ in Crores

| Quarter ended | Name of bank | Particulars | Amount as per books of account (A) | Amount as reported in the quarterly returns/ statements (B) | Difference (A) - (B) [Refer Note (b)] |
|---|---|---|---|---|---|
| September 2024 | Refer Note (a) below | Trade Receivables | 1,307.94 | 1,297.15 | 10.79 |

**Note:**

(a) The Holding Company has submitted stock statements with Axis bank, BNP Paribas, DBS bank, Federal bank, HDFC bank, HSBC bank, ICICI bank, IndusInd bank, RBL bank, Standard Chartered bank, Yes bank, South Indian bank, Kotak Mahindra bank and State Bank of India.

(b) The quarterly statements submitted to banks were prepared and filed on provisional basis, which didn't include non-current trade receivables.

(c) The quarterly returns/ statements filed by the subsidiaries with the banks are in agreement with the books of accounts.

**Note - 5: Changes in liabilities arising from financing activities:**

₹ in Crores

| Particulars | April 1, 2024 | Cash flows (Net) | Leases (Net) | Others # | March 31, 2025 |
|---|---|---|---|---|---|
| **Long term borrowing (Including current maturities)** | 8.67 | (2.60) | – | – | 6.07 |
| **Current Borrowings** | | | | | |
| Cash credit (net) | 21.76 | (19.37) | – | – | 2.39 |
| Working Capital Demand Loan | 175.01 | (37.23) | – | – | 137.78 |
| **Current and Non Current Lease Liability (Refer Note 49)** | 547.85 | (125.58) | 62.72 | 39.04 | 524.03 |
| **Long term borrowing (Including current maturities)** | 10.16 | (1.49) | – | – | 8.67 |
| **Current Borrowings** | | | | | |
| Cash credit (net) | 2.11 | 19.65 | – | – | 21.76 |
| Working Capital Demand Loan | 755.38 | (580.37) | – | – | 175.01 |
| **Current and Non Current Lease Liability (Refer Note 49)** | 421.32 | (159.91) | 248.38 | 38.06 | 547.85 |

# It includes accretion of interest and translation difference.

## Notes to Consolidated Financial Statements (contd.)

### Note 29. Current Financial liabilities- Trade Payables

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Total outstanding dues of micro enterprises and small enterprises (Refer Note 29.1 below) | 77.94 | 60.46 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| (i) Acceptances* | 114.33 | 196.43 |
| (ii) Outstanding other than Acceptances | 1,548.00 | 1,422.32 |
| [Includes ₹59.20 crores (March 31, 2024 ₹55.37 crores) payable to related parties] (Refer Note 51b) | | |
| **Total** | **1,740.27** | **1,679.21** |

***Note:** Acceptances include arrangements where operational suppliers of goods and services are initially paid by banks while the Holding Company continues to recognise the liability till settlement with the banks which are normally effected within a period of 90 days.

### Note 29. 1. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under to the extent the Group has received intimation from the suppliers regarding their status under the Act

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Principal amount remaining unpaid at the end of the year ** | 69.03 | 52.63 |
| Interest due thereon remaining unpaid at the end of the year | 9.15 | 8.79 |
| **Total** | **78.18** | **61.42** |
| Delayed payment of Principal amount paid beyond appointed date during the entire financial year | 90.15 | 149.38 |
| Interest actually paid under Section 16 of the Act during the entire accounting year | – | – |
| Amount of Interest due and payable for the period of delay in making the payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under this Act | 0.39 | 0.89 |
| Amount of Interest due and payable for the period (where principal has been paid but interest under the MSMED Act not paid) | – | – |
| Interest accrued and remaining unpaid at the end of the year | 0.40 | 0.89 |
| The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises for the purpose of disallowances as deductible expenditure under Section 23 of this Act | 9.15 | 8.79 |

**Terms and conditions of the above trade payables:**

Trade payables are non interest bearing and are normally settled on 45-90 days terms.

For terms and conditions of transactions with related parties, Refer Note 51b.

** Includes ₹0.24 crore (March 31, 2024 ₹0.96 crore) outstanding in respect of Capital Creditors as disclosed in Note 30.



Notes to Consolidated Financial Statements (contd.)

### Note 29 a. Trade Payables Ageing Schedule

₹ in Crores

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not Due | Outstanding for following periods from due date of payment | | | | Total |
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Total outstanding dues of micro enterprises and small enterprises | 0.15 | 68.40 | 0.60 | 0.89 | 2.40 | 5.50 | 77.94 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 455.01 | 965.34 | 219.45 | 2.51 | 3.23 | 16.79 | 1,662.33 |

₹ in Crores

| Particulars | As at March 31, 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not Due | Outstanding for following periods from due date of payment | | | | Total |
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Total outstanding dues of micro enterprises and small enterprises | – | 51.49 | 1.07 | 2.40 | 1.02 | 4.48 | 60.46 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 421.83 | 1,003.29 | 165.74 | 3.78 | 14.90 | 9.21 | 1,618.75 |

There are no outstanding disputed dues of micro enterprises and small enterprises and creditors other than micro enterprises and small enterprises.

### Note 30. Current financial liabilities- other financial liabilities

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| Interest accrued but not due | 3.06 | 2.07 |
| Unpaid Dividends (to be credited to Investor Education and Protection Fund as and when due) | 4.31 | 4.35 |
| Deposits @ | 36.85 | 32.90 |
| Capital creditors * | 45.07 | 40.72 |
| Accrued employee liabilities | 55.35 | 46.03 |
| Other payables | 0.55 | 24.61 |
| **Total** | **145.19** | **150.68** |

@ Includes deposit on account of tender, supply - apply contracts and colour bank machines.

* Includes outstanding dues of micro enterprises and small enterprises - March 31, 2025: ₹0.24 crore (March 31, 2024 : ₹0.96 crore (Refer Note 29.1).

### Note 31. Other current liabilities

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance from customers | 29.87 | 28.80 |
| Statutory liabilities | 94.96 | 95.92 |
| Other liabilities | 20.45 | 18.50 |
| **Total** | **145.28** | **143.22** |

## Notes to Consolidated Financial Statements (contd.)

### Note 32. Current Provisions

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Gratuity (refer Note 47) | 6.03 | 5.34 |
| Provision for Leave encashment | 34.61 | 32.27 |
| Provision for Excise, Customs, Sales tax, GST, Service Tax [Refer Note (a) below] | 24.93 | 22.67 |
| Provision for Housing Fund [Refer Note (b) below] | 1.15 | 1.29 |
| **Total** | **66.72** | **61.57** |
| | | |
| **(a) Movement in Provision for Excise, Customs, Sales tax, GST, Service Tax:** | | |
| At the beginning of the year | 22.67 | 20.08 |
| Additions | 5.42 | 4.93 |
| Utilization/ Reversal | (3.16) | (2.34) |
| **At the end of the year** | **24.93** | **22.67** |
| The above provisions represent estimates made mainly for probable claims arising out of litigations/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Sales tax, GST and Service tax). | | |
| | | |
| **(b) Housing Fund** | | |
| At the beginning of the year | 1.29 | 1.40 |
| Arisen during the year | 0.06 | 0.06 |
| Utilized during the year | (0.20) | (0.17) |
| **At the end of the year** | **1.15** | **1.29** |
| Provision for housing fund has been recognised towards compliance with Section-41 of Nepal Labour Act, 2048 in a subsidiary, Berger Jenson & Nicholson (Nepal) Pvt Ltd. | | |

### Note 33. Current tax liabilities (net)

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for income tax [net of advance taxes of ₹990.90 crores (March 31, 2024 : ₹911.46 crores)] | 30.75 | 22.81 |
| **Total** | **30.75** | **22.81** |

### Note 34. Distribution made and proposed by the Holding Company

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Dividends on equity shares declared and paid:** | | |
| Dividend for the year ended March 31, 2024 - ₹3.50 per share (March 31, 2023 - ₹3.20 per share) | 408.03 | 310.86 |
| | **408.03** | **310.86** |
| **Proposed dividends on equity shares:** | | |
| Dividend for March 31, 2025- ₹3.80 per share (March 31, 2024 - ₹3.50 per share) | 443.04 | 408.03 |
| | **443.04** | **408.03** |

As at March 31, 2025, proposed dividend on equity shares are subject to approval in the ensuing Annual General meeting. Pending such approval proposed dividend have not been recognised in these financial statements.



Notes to Consolidated Financial Statements (contd.)

### Note 35. Revenue from Operations

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Revenue from contracts with customers | | |
| Sale of products (net off rebates and discounts) | 11,290.96 | 10,999.46 |
| Sale of services | 111.62 | – |
| Combined contracts | 54.90 | 100.75 |
| Other operating revenue | | |
| Sale of scrap | 22.06 | 23.47 |
| Income from government grant # | 38.46 | 54.96 |
| Others | 26.71 | 20.28 |
| **Total** | **11,544.71** | **11,198.92** |

# Income from Government grant represents subsidy recognized under various Incentive Schemes/Packages of State Government and Government of India applicable to eligible units.

### Note 35.1. Disaggregation of revenue from contracts with customers

The Group derives revenue from following major segments:

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **A. Revenue disaggregated based on nature of product or services** | | |
| **(i) Revenue from contracts with customers** | | |
| Revenue from sale of paints and allied products (net of rebates and discounts) * | 11,290.96 | 10,999.46 |
| Revenue from sale of services | 111.62 | |
| Revenue from combined contracts ** | 54.90 | 100.75 |
| | **11,457.48** | **11,100.21** |
| **(ii) Other operating revenues** | | |
| Sale of Scrap | 22.06 | 23.47 |
| Income from government grant | 38.46 | 54.96 |
| Others | 26.71 | 20.28 |
| | **87.23** | **98.71** |
| **Total** | **11,544.71** | **11,198.92** |
| **B. Revenue from contracts with customers disaggregated based on geography** | | |
| India | 10,610.15 | 10,427.38 |
| Outside India | 847.33 | 672.83 |
| **Total** | **11,457.48** | **11,100.21** |
| **C. Timing of revenue recognition** | | |
| At a point in time basis | 11,293.32 | 11,041.20 |
| Over a period of time basis | 164.16 | 59.01 |
| **Total** | **11,457.48** | **11,100.21** |

* Revenue from sale of goods is recognised on transfer of control in the goods to customers at a point of time by performance of obligation towards delivery. (Also refer Note 3.6)

** Revenue from combined contract represents revenue from supply apply contracts which are recognised at a point of time or over a period of time (as applicable), when such combined output is delivered to customers' satisfaction as per agreed milestones and customers acknowledge their obligation to pay for such output in accordance with terms and condition of underlying contracts. (Also refer Note 3.6)

Sale of services are recognised in the period in which the services were provided and the price was agreed.

The Group provides agreed upon performance warranty for selected range of products and services. The amount of liability towards such warranties are immaterial.

## Notes to Consolidated Financial Statements (contd.)

### Note 35. 2. Reconciliation of gross revenue with revenue from contracts with customers

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Gross revenue | 13,557.55 | 13,050.66 |
| Less: rebates and discounts | 2,100.07 | 1,950.45 |
| **Net revenue recognised from contracts with customers** | **11,457.48** | **11,100.21** |

### Note 36. Other income

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Interest Income | | |
| On deposits with banks carried at amortized cost | 23.46 | 16.85 |
| Others | 2.43 | 8.69 |
| Gain on early termination of leases | 4.62 | 3.20 |
| Insurance claim received | 4.42 | 0.67 |
| Net gain on sale of mutual fund investments measured at FVTPL | 16.38 | 6.16 |
| Fair value gain on mutual fund investments measured at FVTPL | 3.23 | 1.47 |
| Fair value gain on acquision of subsidiary (Refer Note 61) | 13.38 | – |
| Discount Income | 5.03 | 2.54 |
| Arrangement Fees | 1.69 | 3.17 |
| Royalty Income [Refer Note 51b(A)] | – | 0.08 |
| Gain on sale/discard of Property, plant and equipment and intangible assets | – | 1.24 |
| Sundry balances written back | 3.47 | 5.14 |
| Miscellaneous Income | 16.67 | 14.47 |
| **Total** | **94.78** | **63.68** |

### Note 37. Cost of materials consumed

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Raw materials consumed | | |
| Opening Stock | 701.50 | 713.77 |
| Purchases | 5,181.63 | 4,868.30 |
| Closing stock | (748.88) | (701.50) |
| | **5,134.25** | **4,880.57** |
| Packing material consumed | | |
| Opening Stock | 43.60 | 47.79 |
| Purchases | 744.63 | 712.72 |
| Closing stock | (47.79) | (43.60) |
| | **740.44** | **716.91** |
| **Cost of materials consumed** | **5,874.69** | **5,597.48** |





Notes to Consolidated Financial Statements (contd.)

### Note 38. Purchases of stock-in-trade

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Purchases of stock-in-trade* | 1,021.65 | 923.77 |
| **Total** | **1,021.65** | **923.77** |

* Represents traded goods.

### Note 39. (Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **Opening Stock** | | |
| Work-in-progress | 144.91 | 140.92 |
| Finished goods | 1,118.51 | 1,223.95 |
| Stock-in-trade | 147.09 | 170.39 |
| | **1,410.51** | **1,535.26** |
| **Closing Stock** | | |
| Work-in-progress | 156.95 | 144.91 |
| Finished goods | 1,261.97 | 1,118.51 |
| Stock-in-trade | 126.00 | 147.09 |
| | **1,544.92** | **1,410.51** |
| **(Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress** | **(134.41)** | **124.75** |

### Note 40. Employee benefits expense

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Salaries, wages and bonus | 724.53 | 630.63 |
| Contribution to provident and other funds (Refer Note 47) | 50.39 | 42.78 |
| Share based payment to employees (Refer Note 48) | 6.12 | 5.71 |
| Staff welfare expenses | 33.66 | 33.91 |
| **Total** | **814.70** | **713.03** |

### Note 41. Finance Costs

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Interest on borrowings | 13.45 | 36.61 |
| Interest on lease liabilities (Refer Note 49) | 39.29 | 36.19 |
| Unwinding of discount on provisions (Refer Note 25) | 0.37 | 0.35 |
| Interest others | 10.16 | 5.10 |
| **Total** | **63.27** | **78.25** |

## Notes to Consolidated Financial Statements (contd.)

### Note 42. Depreciation and amortization expense

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Depreciation of property, plant and equipment (Refer Note 4) | 246.78 | 232.45 |
| Amortization of intangible assets (Refer Note 7a) | 6.96 | 5.87 |
| Depreciation of right-of-use assets (Refer Note 49) | 100.45 | 92.56 |
| **Total** | **354.19** | **330.88** |

### Note 43. Other expenses

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Freight and Forwarding charges | 660.10 | 706.71 |
| Power and Fuel | 91.86 | 88.32 |
| Consumption of stores and spare parts | 16.55 | 17.64 |
| Repairs | | |
| – Plant and Machinery | 31.78 | 33.93 |
| – Building | 2.74 | 1.71 |
| – Others | 20.10 | 17.92 |
| Rent (Refer Note 49) | 16.59 | 15.36 |
| Advertisement and Sales Promotion Expenses | 491.23 | 445.42 |
| Processing Charges | 33.90 | 42.10 |
| Rates and Taxes | 17.64 | 14.40 |
| Travelling | 107.56 | 94.99 |
| Insurance | 14.18 | 14.98 |
| Foreign Exchange Loss (net) | 3.52 | 4.04 |
| Commission to Non-Executive Directors (Refer Note 51b) | 2.30 | 0.64 |
| Payment to Auditors | 2.03 | 1.23 |
| Information Technology Expenses | 52.05 | 47.41 |
| Professional Fees | 21.23 | 25.35 |
| Retainership Fees | 10.86 | 7.91 |
| Impairment loss on trade receivables | 27.34 | 21.31 |
| Office Upkeep | 108.43 | 110.54 |
| Carrying & Forwarding Expenses | 85.49 | 81.14 |
| Subcontractor Expenses | 163.92 | 56.83 |
| Printing & Stationery | 6.64 | 6.69 |
| CSR expenditure (Refer Note 43.1) | 24.82 | 21.99 |
| Loss on sale/discard of Property, plant and equipment & intangible assets | 0.37 | – |
| Miscellaneous Expenses | 98.76 | 100.01 |
| **Total** | **2,111.99** | **1,978.57** |



Notes to Consolidated Financial Statements (contd.)

### Note 43.1. Details of CSR expenditure

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| **a)** Gross amount required to be spent by the Holding Company and its Indian subsidiaries incorporated in India during the year | 24.82 | 21.44 |
| **b)** Amount approved by the Board to be spent during the year | 25.50 | 21.99 |

₹ in Crores

| Particulars | In cash | Yet to be paid in cash | Total |
|---|---|---|---|
| **c)** Amount spent during the year ended March 31, 2025: # | | | |
| (i) Construction/Acquisition of an asset | – | – | – |
| (ii) Purposes other than (i) above | 25.50 | – | 25.50 |
| **Total** | **25.50** | – | **25.50** |
| **d)** Amount spent during the year ended March 31, 2024: | | | |
| (i) Construction/Acquisition of an asset | – | – | – |
| (ii) Purposes other than (i) above | 21.99 | – | 21.99 |
| **Total** | **21.99** | – | **21.99** |

# Corporate Social Responsibility expense of ₹23.29 crores (March 31, 2024: ₹20.79 crores) includes programme for promoting employment enhancing vocational skill programme named 'iTrain' and ₹1.53 crores (March 31, 2024: ₹1.20 crores) related to subsidiaries.

The subsidiaries have undertaken activities like primary health and education, contribution to IITs, various educational infrastructure developments.

In compliance with the provisions laid under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, there was no amount unspent for the year ended March 31, 2025. Amount available for set off in succeeding financial years ₹0.68 crore (March 31, 2024: ₹0.55 crore).

### Note 44. Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following table reflects the income and earning per share data used in the basic and diluted EPS computations:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Net Profit after tax attributable to Equity holders of the Parent for calculation of Basic and Diluted Earnings Per Share (₹ in crores) (I) | 1,180.40 | 1,167.74 |
| Weighted average number of shares (II) | | |
| - Basic | 1,16,58,18,558 | 1,16,57,23,237 |
| - Diluted (refer note on effect of dilution below) | 1,16,60,78,129 | 1,16,58,68,269 |
| Earning per equity share [nominal value of ₹1 per share] [(I)/(II)] | | |
| - Basic | 10.13 | 10.02 |
| - Diluted | 10.12 | 10.02 |

## Notes to Consolidated Financial Statements (contd.)

### Note 44. Earnings Per Share (EPS) (contd.)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Effect of dilution: | | |
| Weighted average number of equity shares in calculating Basic Earnings Per Share | 1,16,58,18,558 | 1,16,57,23,237 |
| Dilution - Stock options granted under Employee stock option plan (Refer Note 48) | 2,59,571 | 1,45,032 |
| Weighted average number of equity shares in calculating diluted EPS | 1,16,60,78,129 | 1,16,58,68,269 |

There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these consolidated financial statements.

### Note 45. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**(i) Judgements, Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. In the process of applying the Group's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the consolidated financial statements.

**(ii) Defined Employer Benefit plans (Refer Note 3.17)**

The cost and the present value of the defined benefit gratuity plan and other post-employment leave encashment benefit are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These include the determination of appropriate discount rate, estimating future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. For further details refer Note 47.

**(iii) Fair value measurement of financial instruments (Refer Note 3.22)**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these techniques are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 54 for further disclosures.

**(iv) Depreciation on Property, Plant and Equipment (Refer Note 3.9)**

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of group's assets are determined



Notes to Consolidated Financial Statements (contd.)

### Note 45. Significant accounting judgements, estimates and assumptions (contd.)

by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. Property, plant and equipment represent a significant proportion of the asset base of the Holding Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Holding Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The Holding Company also considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values.

**(v) Impairment allowance on trade receivables (Refer Note 3.6)**

The Group makes loss allowances for credit impaired debts based on an assessment of the recoverability of trade and other receivables. The identification of credit impaired debts enquires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and credit impaired debts expenses in the period in which such estimate has been changed.

**(vi) Decommissioning Liability (Refer Note 3.9)**

Decommissioning Liability has been recognised for items of property, plant and equipment built or installed on specified leasehold land the terms of which includes decommissioning of such assets on expiry of the lease prior to handing over to the lessor. The decommissioning costs as at the end of the lease period have been estimated based on current costs by the Holding Company's own technical experts and have been escalated to the end of the leasehold period using suitable inflation factors. The said escalated cost as at the end of the lease period is now discounted to the present value of such liability by applying Holding Company's weighted average cost of capital.

**(vii) Impairment test for Goodwill (Refer Note 3.15)**

**(a) Bolix S. A.**

Goodwill of ₹226.61 crores had arisen on acquisition of Bolix S. A., a wholly owned step down subsidiary of the Holding Company in an earlier year. The Group assesses the goodwill for any indication of impairment at annual basis. Based on such assessment there is no impairment in goodwill that needs to be recognised. The Group treats Bolix S.A. as one cash generating unit and goodwill relating to that business is tested annually for impairment. This testing is done by computing the value in use by using cash flow projections based on approved budget for 2025 (Previous Year: 2024) and financial forecast for the years 2026 – 2029 (Previous Year: 2025-2028). Based on such assessment there is no impairment in goodwill that needs to be recognised. In April 2024, Bolix S.A had invested an additional sum of ₹8.62 crores in its joint venture company Surefire Management Services Limited (SMSL) to acquire the balance 25% stake, thereby converting it into a 100% wholly owned subsidiary. Accordingly, on April 23, 2024, Bolix S.A remeasured its previously held equity interest in SMSL at fair value and had recognised the resulting gain amounting to ₹13.38 crores. Accordingly, the identifiable assets acquired and liabilities assumed were recognised at their respective fair values as at the acquisition date with a resultant goodwill amounting to ₹22.21 crores.

**Key Assumptions used for value in use calculations are as follows:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Average annual increase in cash flows during the forecast period (i.e., five years) | 17.00% | 42.10% |
| Growth rate used for extrapolation of cash flow projections beyond the five-year period (Previous year: five year) | 0.00% | 0.00% |
| Discount rate-Pre tax | 7.30% | 8.70% |

## Notes to Consolidated Financial Statements (contd.)

### Note 45. Significant accounting judgements, estimates and assumptions (contd.)

**(b) Others**

The Group has Goodwill on consolidation arising from acquisition of STP Limited, Berger Hesse Wood Coatings Private Limited, Berger Paints Cyprus Limited and SBL Specialty Coatings Private Limited. Based on impairment assessment carried out by the management, no impairment in goodwill is required to be recognised. Refer note 6.

**(viii) Revenue from combined contracts (Refer Note 3.6)**

The Group exercises judgement in estimating cost for recognizing revenue from combined contract with customers. Losses on onerous contracts (if any) are recognized in the consolidated financial statements.

### Note 46. Information related to subsidiaries and joint ventures

The Subsidiaries and Joint Ventures considered in the consolidated financial statements are as follows:

| Name of Company | Country of Incorporation/ Place of business | % voting power as at March 31, 2025 | % voting power as at March 31, 2024 | Accounting period |
|---|---|---|---|---|
| **Direct subsidiaries** | | | | |
| Berger Jenson & Nicholson (Nepal) Private Limited | Nepal | 100% | 100% | 14th March - 13th March |
| Beepee Coatings Private Limited | India | 100% | 100% | 1st April - 31st March |
| Berger Paints (Cyprus) Limited | Cyprus | 100% | 100% | 1st January - 31st December |
| Lusako Trading Limited | Cyprus | 100% | 100% | 1st January - 31st December |
| SBL Specialty Coatings Private Limited | India | 100% | 100% | 1st April - 31st March |
| Berger Hesse Wood Coatings Private Limited | India | 51% | 51% | 1st April - 31st March |
| Berger Rock Paints Private Limited | India | 51% | 51% | 1st April - 31st March |
| STP Limited | India | 95.53% | 95.53% | 1st April - 31st March |
| **Indirect subsidiaries** | | | | |
| Berger Paints Overseas Limited [100% Subsidiary of Berger Paints (Cyprus) Limited ] | Russia | 100% | 100% | 1st January - 31st December |
| Bolix S.A. (100% Subsidiary of Lusako Trading Limited) | Poland | 100% | 100% | 1st January - 31st December |
| Build-Trade sp. z.o.o (100% Subsidiary of Bolix S.A.) | Poland | 100% | 100% | 1st January - 31st December |
| Bolix UKRAINE sp. z.o.o. (100% Subsidiary of Bolix S.A.) | Ukraine | 100% | 100% | 1st January - 31st December |
| Soltherm External Insulations Limited (100% Subsidiary of Bolix S.A.) | United Kingdom | 100% | 100% | 1st January - 31st December |
| Soltherm Isolations Thermique Exterieure SAS (Ltd.) (100% Subsidiary of Bolix S.A.) | France | 100% | 100% | 1st January - 31st December |
| Surefire Management Services Ltd.(100% Subsidiary of Bolix S.A)* | United Kingdom | 100% | 75% | 1st January - 31st December |
| **Joint Ventures** | | | | |
| Berger Becker Coatings Private Limited | India | 48.98% | 48.98% | 1st April - 31st March |
| Berger Nippon Paint Automotive Coatings Private Limited | India | 49.00% | 49.00% | 1st April - 31st March |

There are no material transactions/events that have occurred between January 1/March 14 and March 31 which might have a material impact on the profitability or financial position on these consolidated financial statements.

*During current year, Surefire Management Services Limited has been converted into step down subsidiary w.e.f April 23, 2024 (Refer Note 61).



Notes to Consolidated Financial Statements (contd.)

### Note 47. Gratuity and other post-employment benefit plans

**(I) Defined benefit plans**

**(a) Gratuity**

**(i)** The following table summarizes the components of net defined benefit expense towards gratuity recognised in the Statement of Profit and loss and OCI and the funded status and amounts recognised in the Balance Sheet.

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **(A)** | **Changes in the present value of defined benefit obligation** | | |
| | Present value of defined benefit obligation as at year beginning | 74.18 | 68.57 |
| | Current Service Cost | 6.94 | 6.18 |
| | Interest Cost | 4.74 | 4.74 |
| | **Re-measurements (gains)/losses** | | |
| | – Actuarial (gains)/losses arising from changes in financial assumptions | 2.03 | 0.52 |
| | – Actuarial (gains)/losses arising from changes in demographic assumption | – | – |
| | – Actuarial (gains)/losses arising from changes in experience adjustments | (1.55) | (0.63) |
| | Benefits Paid | (7.49) | (5.20) |
| | **Present value of defined benefit obligation as at year end** | **78.85** | **74.18** |

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **(B)** | **Changes in fair value of plan assets** | | |
| | Fair Value of Plan Assets as at year beginning | 64.67 | 58.93 |
| | Interest Income | 4.50 | 4.26 |
| | Re-measurements gains/(losses) | | |
| | – Return on plan assets greater/(lesser) than discount rate | (0.44) | (0.29) |
| | – Actuarial gains/(losses) arising from changes in financial assumptions | 0.01 | (0.04) |
| | Employer's Contribution | 6.02 | 7.01 |
| | Benefits Paid | (7.10) | (5.20) |
| | **Fair Value of Plan Assets as at year end** | **67.66** | **64.67** |

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **(C)** | **Amounts Recognised in the Balance Sheet** | | |
| | Present value of defined benefit obligation at the year end | 78.85 | 74.18 |
| | Fair Value of the Plan Assets at the year end | 67.66 | 64.67 |
| | **Liability Recognised in the Balance Sheet** | **(11.19)** | **(9.51)** |

## Notes to Consolidated Financial Statements (contd.)

### Note 47. Gratuity and other post-employment benefit plans (contd.)

₹ in Crores

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (D) | **Expense recognised in the Statement of Profit and Loss:** | | |
| | Current service cost | 6.94 | 6.18 |
| | Net Interest Cost/(Income) | 0.24 | 0.48 |
| | **Net Cost Recognised in the Statement of Profit and Loss** | **7.18** | **6.66** |
| | **Expense recognised in Other Comprehensive Income:** | | |
| | Re-measurements (gains)/losses | 0.91 | 0.22 |
| | **Net Cost Recognised in the Other Comprehensive Income** | **0.91** | **0.22** |

**(ii)** The principal assumptions used in determining gratuity obligations for the Group's plans are shown below:

| Significant Actuarial Assumptions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount Rate | 6.84% to 7.24% | 7.1% to 7.6% |
| Withdrawal Rate | | |
| – Management | 8.00% | 8.00% |
| – Officer | 15.00% | 15.00% |
| – Staff/worker | 3.00% | 3.00% |
| Salary increase | | |
| – Management | 7.00% | 7.00% |
| – Officer | 6.00% | 6.00% |
| – Staff/worker | 6.00% | 6.00% |
| Mortality Rate | "Indian Assured Lives (Mortality 2006-08 modified) Ult" | "Indian Assured Lives (Mortality 2006-08 modified) Ult" |

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Actuary.

The discount rate is based on the government securities yield.

The Group assesses these assumptions with its projected long-term plans of growth and prevalent industry standards.

**(iii) Plan Asset information:**

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Assets under scheme of insurance | 100% | 100% |

**(iv) A quantitative sensitivity analysis for significant assumptions are as shown below**

| Assumptions | As at March 31, 2025 Discount rate | | As at March 31, 2024 Discount rate | |
|---|---|---|---|---|
| Sensitivity Level | 1% increase | 1% decrease | 1% increase | 1% decrease |
| Impact on defined benefit obligation (₹ crores) | (4.54) | 5.15 | (3.98) | 4.50 |

| Assumptions | As at March 31, 2025 Future salary | | As at March 31, 2024 Future salary | |
|---|---|---|---|---|
| Sensitivity Level | 1% increase | 1% decrease | 1% increase | 1% decrease |
| Impact on defined benefit obligation (₹ crores) | 4.85 | (4.41) | 4.00 | (3.62) |



Notes to Consolidated Financial Statements (contd.)

Note 47. Gratuity and other post-employment benefit plans (contd.)

**Impact on defined benefit obligation**

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**(v) Risk Exposure**

**Impact on defined benefit obligation**

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

These plans typically expose the Group to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.

**Investment Risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the actual return on plan asset is below this rate, it will create a plan deficit. However, the risk is partially mitigated by investment in LIC managed fund.

**Interest Risk:** A decrease in the government bond interest rate will increase the plan liability.

**Longevity Risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary Risk:** The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**(vi) Defined Benefit Liability and Employer Contributions**

Since the employees gratuity fund is a defined benefit plan maintained by Life Insurance Corporation of India the return is generated from a pool of assets invested by them and any deficit in the liability and return on plan assets is funded by the Group on a yearly basis.

**(vii)** The Group expects to contribute an amount ₹6.29 crores (March 31, 2024: ₹5.59 crores) to gratuity as specified in report by Fund custodian during the subsequent accounting year.

## Note 47. Gratuity and other post-employment benefit plans (contd.)

### (viii) Maturity profile of the defined benefit obligation

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Weighted Average duration of the defined benefit obligation: | 6 - 14 Years | 6 - 14 Years |
| Within the next 12 months (next annual reporting period) | 8.45 | 8.69 |
| Between 2 and 5 years | 35.39 | 33.18 |
| Beyond 5 years | 39.04 | 37.02 |

### (b) Provident Fund

Provident Fund for certain eligible employees is administered by the Holding Company through "Berger Paints Provident Fund (Covered)" as per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Rules for such a trust provide that in a provident fund set up by the employer, any shortfall in the rate of interest on member contributions as compared to the relevant rate of interest declared by the Government of India for this purpose will have to be met by the employer. Such provident fund would in effect be a defined benefit plan in accordance with the requirement of Ind AS 19 - Employee Benefits.

The Actuary has carried out actuarial valuation of interest rate guarantee obligations as at the Balance Sheet date using Projected Unit Credit Method as outlined in the Professional Guidance Note 29 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regards to interest rate guarantee obligation of the Holding Company as at the balance sheet date. Further during the year, the Holding Company's contribution of ₹16.65 crores (March 31, 2024: ₹15.30 crores) to the Provident Fund Trust, has been expensed under "Contribution to Provident and Other Funds" (refer note 40). Disclosures given hereunder are restricted to the information available as per the Actuary's report.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount rate | 6.50% | 7.10% |
| Rate of return on Plan Assets | 8.10% | 8.10% |

### (c) Other Defined Benefit Plans

The amounts for "Other Defined Benefit Plans" are below the rounding off norm adopted by the Group (Refer Note 60) and hence the disclosures as required under Ind AS 19 - "Employee Benefits" have not been given.

### (II) Defined contribution plans

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss for defined contribution plans (refer note 40):

₹ in Crores

| Particulars | Year ended 31, 2025 | Year ended 31, 2024 |
|---|---|---|
| Provident and Family Pension Fund (applicable for eligible employees whose provident fund accounts are maintained with the Regional Provident Fund Commissioner) | 7.76 | 6.01 |
| Superannuation Fund | 2.32 | 2.19 |





## Note 48. Share based payment to employees

### Berger Paints India Limited Employee Stock Option Plan 2016 (pertaining to the Holding Company)

The Berger Paints India Limited – Employee Stock Option Plan 2016 ('the Plan') was approved at the Annual General Meeting of the Company held on 3rd August, 2016. The objective of the plan is to:

1) Attract, retain and motivate Employees,
2) Create and share wealth with the Employees,
3) Recognise and reward employee performance with shares and
4) Encourage employees to align individual performance with the objective of the Company. The terms and conditions of the Plan is reproduced below:
   a) "Vesting Date" means the date on and from which the Option vests with the Participant and thereby becomes exercisable.
   b) "Exercise Date" means the date on which the Participant exercises his Vested Options and in case of partial Exercise shall mean each date on which the Participant exercises part of his Vested Options.
   c) "Vesting Period" means the period during which the Vesting of the Option granted to the Participant in pursuance of the Plan takes place.
   d) "Exercise Period" means a period of 3 years from the Vesting Date as defined above of the Plan within which the Vested Options can be exercised in pursuance of the Plan.
   e) The Exercise Price of an Option shall be the face value of ₹1/- per Share
   f) Cashless exercise of the Options are not permitted under the Plan. Participants to pay full Aggregate Exercise Price upon the Exercise of the Vested Options.
   g) Subject to Participant's continued employment as defined in Clause 14 of the Plan the Unvested Options shall vest with the Participant automatically in accordance with the following schedule : a) 33% of the total Options granted, rounded up to the nearest whole number, shall vest on the first anniversary of the Grant Date; b) further 33% of the total Options granted, rounded up to the nearest whole number, shall vest on the second anniversary of the Grant Date and c) balance 34% of the total Options granted, rounded up to the whole number such that the total number of Options vested shall add up to 100%, shall vest on the third anniversary of the Grant Date. ESOP Plan 2016 was amended on 17th September, 2024 through Postal Ballot Resolution. As per the amended ESOP Plan 2016, the Unvested Options shall vest with the Participant automatically in accordance with the following schedule : a) 20% of the total Options granted, shall vest on the first anniversary of the Grant Date, b) 20% of the total Options granted, shall vest on the second anniversary of the Grant Date, c) 30% of the total Options granted, shall vest on the third anniversary of the Grant Date and d) 30% of the total Options granted, shall vest on the fourth anniversary of the Grant Date.
   h) Options granted to an employee would continue to vest in accordance with respective vesting schedules after retirement or superannuation in accordance with the Company's policies and applicable law.
   i) The Date of grant of options : 9th November, 2016, 9th November, 2017, 9th November, 2019, 10th February, 2021, 8th November, 2021, 17th October, 2022, 8th November, 2023 and 31st October, 2024.

## Notes to Consolidated Financial Statements (contd.)

### Note 48. Share based payment to employees (contd.)

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (a) | Number of Stock Options outstanding (ESOP Plan 2016: Grant V) | – | 25,308# |
| | Number of Stock Options outstanding (ESOP Plan 2016: Grant VI) | 34,367* | 71,568# |
| | Number of Stock Options outstanding (ESOP Plan 2016: Grant VII) | 76,465 | 1,22,146 |
| | Number of Stock Options outstanding (ESOP Plan 2016: Grant VIII) | 1,98,574 | – |
| | | **3,09,406** | **2,19,022** |

* Includes bonus options 5,756 for grant VI.

# Includes bonus options 4,220 for grant V and 11,928 for grant VI.

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| (b) | Number of Options granted during the year | | |
| | ESOP Plan 2016: Grant VII | – | 1,24,249 |
| | ESOP Plan 2016: Grant VIII | 2,01,206 | – |
| | | **2,01,206** | **1,24,249** |
| (c) | Number of Options vested (ESOP Plan 2016: Grant IV) | – | 26,325# |
| | Number of Options vested (ESOP Plan 2016: Grant V) | 24,587* | 25,801#^ |
| | Number of Options vested (ESOP Plan 2016: Grant VI) | 35,128 | 36,858# |
| | Number of Options vested (ESOP Plan 2016: Grant VII) | 39,222* | – |
| | | **98,937** | **88,984** |

* Includes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.

# Includes bonus options 4,388 for grant IV, 4,300 for grant V and 6,143 for grant VI.

^ Excludes 83 options of Tranche of Grant V, pending to be excercised in the previous financial year, were excercised in the FY 2023-24.

| | | | |
|---|---|---|---|
| (d) | Number of Options exercised (ESOP Plan 2016 : Grant IV) | – | 26,325# |
| | Number of Options exercised (ESOP Plan 2016 : Grant V) | 24,485*$ | 25,884#^ |
| | Number of Options exercised (ESOP Plan 2016 : Grant VI) | 35,128$ | 36,858# |
| | Number of Options exercised (ESOP Plan 2016 : Grant VII) | 39,117* | – |
| | | **98,730** | **89,067** |

* Excludes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.

$ Includes bonus options 4,043 for grant V and 5,826 for grant VI.

# Includes bonus options 4,388 for grant IV, 4,314 for grant V and 6,143 for grant VI.

^ Includes 83 options of Tranche I of Grant V, pending to be exercised in the FY 2022-23, were exercised and allotted in the FY 2023-24

| | | | |
|---|---|---|---|
| (e) | Number of Shares arising on exercise (ESOP Plan 2016: Grant IV) | – | 26,325# |
| | Number of Shares arising on exercise (ESOP Plan 2016: Grant V) | 24,485*$ | 25,884#^ |
| | Number of Shares arising on exercise (ESOP Plan 2016: Grant VI) | 35,128$ | 36,858# |
| | Number of Shares arising on exercise (ESOP Plan 2016: Grant VII) | 39,117* | – |
| | | **98,730** | **89,067** |



Notes to Consolidated Financial Statements (contd.)

Note 48. Share based payment to employees (contd.)

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| (e) | * Excludes 102 options of Tranche III of Grant V and 105 options of Tranche I of Grant VII pending to be exercised and allotted.<br>$ Includes bonus options 4,043 for grant V and 5,826 for grant VI.<br># Includes bonus options 4,388 for grant IV, 4,314 for grant V and 6,143 for grant VI.<br>^ Includes 83 options of Tranche I of Grant V, pending to be exercised in the FY 2022-23, were exercised and allotted in the FY 2023-24. | | |
| (f) | Number of Options lapsed (ESOP Plan 2016: Grant IV) | – | 1,083 |
| | Number of Options lapsed (ESOP Plan 2016: Grant V) | 721# | 1,780 |
| | Number of Options lapsed (ESOP Plan 2016: Grant VI) | 2,073# | 3,630 |
| | Number of Options lapsed (ESOP Plan 2016: Grant VII) | 6,564 | 2,103 |
| | Number of Options lapsed (ESOP Plan 2016: Grant VIII) | 2,632 | – |
| | | **11,990** | **8,596** |

# Includes bonus options 160 for grant V and 346 for grant VI.

| | | | |
|---|---|---|---|
| (g) | Variation of terms of Option | None during the period | None during the period |

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (h) | Total Number of Options in force (ESOP Plan 2016: Grant V) | – | 25,308# |
| | Total Number of Options in force (ESOP Plan 2016: Grant VI) | 34,367* | 71,568# |
| | Total Number of Options in force (ESOP Plan 2016: Grant VII) | 76,465 | 1,22,146 |
| | Total Number of Options in force (ESOP Plan 2016: Grant VIII) | 1,98,574 | – |
| | | **3,09,406** | **2,19,022** |

* Includes bonus options 5,756 for grant VI.

# Includes bonus options 4,220 for grant V and 11,928 for grant VI.

| | | | |
|---|---|---|---|
| (i) | Weighted Average exercise price of the Share Options (in ₹) | | |
| | Outstanding at the beginning of the year | 1 | 1 |
| | Granted during the year | 1 | 1 |
| | Forfeited during the year | – | – |
| | Exercised during the year | 1 | 1 |
| | Expired during the year | 1 | 1 |
| | Outstanding at the end of the year | 1 | 1 |
| | Exercisable at the end of the period | 1 | 1 |

| | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| (j) | Weighted Average share price of options exercised during the year on the date of exercise | ₹1 | ₹1 |
| (k) | Weighted Average fair value of the Options granted during the year | | |
| | i. ESOP Plan 2016 Grant VII (Fair value as on 31.03.2024) | NA | 562.82 |
| | ii. ESOP Plan 2016 Grant VIII (Fair value as on 31.03.2025) | 387.73 | NA |

## Notes to Consolidated Financial Statements (contd.)

### Note 48. Share based payment to employees (contd.)

| | Particulars | | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|
| (l) | A description of the method and significant assumptions used during the year to estimate the fair value of Options granted, including the following weighted average information:-<br>The Black Scholes Option Pricing Model for dividend paying stock has been used to compute the fair value of the Options. The significant assumptions are: | | | |
| i. | Date of grant | | | |
| | a. ESOP Plan 2016 | | 31.10.2024 | 08.11.2023 |
| ii. | Weighted average share price | | 500.20 | 573.05 |
| iii. | Exercise Price | | ₹134 | ₹1 |
| iv. | Risk Free Interest rate | | 6.58% | 7.05% |
| v. | Expected Life: | | | |
| | a. For options vested on 10.02.2022 | | – | 0.87 years |
| | b. For options vested on 08.11.2022 | | 0.61 years | 1.61 years |
| | c. For options vested on 17.10.2023 | | 1.55 years | 2.55 years |
| | d. For options vested on 08.11.2024 | | 2.61 years | 3 years from the vesting day |
| | e. For options yet to be vested | | 4 years from the vesting day | – |
| vi. | Expected Volatility | | 18.62% | 17.37% |
| vii. | Expected dividend yield | | 0.59% | 0.46% |
| viii. | Weighted Average fair value as on Grant date | | | |
| | a. ESOP Plan 2016: Grant V - 08.11.2021 | | – | ₹767.88 |
| | b. ESOP Plan 2016: Grant VI - 17.10.2022 | | ₹605.91 | ₹605.91 |
| | c. ESOP Plan 2016: Grant VII - 08.11.2023 | | ₹577.58 | ₹577.58 |
| | d. ESOP Plan 2016: Grant VIII - 31.11.2024 | | ₹423.17 | – |
| ix. | The price of the underlying share in the market at the time of option Grant: | | | |
| | a. ESOP Plan 2016: Grant V - 08.11.2021 | | – | ₹774.95 |
| | b. ESOP Plan 2016: Grant VI - 17.10.2022 | | ₹613.75 | ₹613.75 |
| | c. ESOP Plan 2016: Grant VII - 08.11.2023 | | ₹586.25 | ₹586.25 |
| | d. ESOP Plan 2016: Grant VIII - 31.10.2024 | | ₹536.80 | – |
| x. | Time to maturity | | | |
| | a. ESOP 2016 Plan Grant IV vested on 10.02.2022 | | – | 0.87 years |
| | b. ESOP 2016 Plan Grant V vested on 08.11.2022 | | 0.61 years | 1.61 years |
| | c. ESOP 2016 Plan Grant VI vested on 17.10.2023 | | 1.55 years | 2.55 years |
| | d. ESOP 2016 Plan Grant VII vested on 08.11.2024 | | 2.61 years | 3 years from the vesting day |
| | e. ESOP 2016 Plan Grant VIII (yet to be vested) | | 4 years from the vesting day | – |

Expected volatility during the expected term of the ESOP is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the ESOP.

The fair values of our ESOP are based on the market value of our stock on the date of grant.



Notes to Consolidated Financial Statements (contd.)

Note 48. Share based payment to employees (contd.)

(m) The following table summarizes information about Share Options outstanding as at year end:

| Range of exercise prices per option (₹) | As at March 31, 2025 | | |
|---|---|---|---|
| | No. of options outstanding | Weighted average remaining contractual life | Weighted average exercise price (₹) |
| 1 | 34,367 | 1.55 years | 1 |
| 1 | 76,465 | 2.61 years | 1 |
| 134 | 1,98,574 | Yet to be vested | 134 |

| Range of exercise prices per option (₹) | As at March 31, 2024 | | |
|---|---|---|---|
| | No. of options outstanding | Weighted average remaining contractual life | Weighted average exercise price (₹) |
| 1 | 25,308 | 1.61 years | 1 |
| 1 | 71,568 | 2.55 years | 1 |
| 1 | 1,22,146 | Yet to be vested | 1 |

## Note 49.

### a. Group as a lessee

The Group has lease contracts for various depots, head office and leasehold lands used in its operations. Leasehold land and building generally have lease terms between 2 and 99 years. The Group has also taken some plant and machinery on lease having a lease term between 5 to 15 years.

The Group also has certain leases with lease terms of 12 months or less. The Group applies the 'short-term' lease recognition exemptions for these leases.

**(i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:**

₹ in Crores

| Particulars | Buildings | Leasehold lands | Plant & Machinery | Others | Total |
|---|---|---|---|---|---|
| **As at April 1, 2023** | **403.38** | **85.40** | **4.12** | **5.12** | **498.02** |
| Additions | 204.12 | 60.43 | 1.04 | 2.44 | **268.03** |
| Less: Deletions/Termination | (12.35) | – | – | – | **(12.35)** |
| Less: Depreciation charge | (86.24) | (1.56) | (1.62) | (3.14) | **(92.56)** |
| Translation Difference | 0.56 | – | 0.21 | 0.41 | **1.18** |
| **As at March 31, 2024** | **509.47** | **144.27** | **3.75** | **4.83** | **662.32** |
| Additions | 82.81 | 5.75 | 0.28 | 4.99 | **93.83** |
| Less: Deletions/Termination | (25.77) | – | – | – | **(25.77)** |
| Less: Depreciation charge | (94.45) | (2.08) | (1.30) | (2.62) | **(100.45)** |
| Translation Difference | (0.06) | – | (0.03) | (0.07) | **(0.16)** |
| **As at March 31, 2025** | **472.00** | **147.94** | **2.70** | **7.13** | **629.77** |

## Notes to Consolidated Financial Statements (contd.)

### Note 49. (contd.)

Title/Lease deeds of immovable properties are in the name of the Holding Company except those mentioned below:

₹ in Crores

| Particulars | No. of title/ lease deeds | Gross Carrying Amount | | Net Carrying Amount | | Held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the Company |
|---|---|---|---|---|---|---|---|---|---|
| | | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2025 | As at 31st March, 2024 | | | | |
| Leasehold land at Panaji, Goa | 1 | 0.35 | 0.35 | 0.25 | 0.26 | Rajdoot Paints Private Limited | No | October 1, 1998 | Refer Note (i) below |
| Leasehold land at Sikandrabad, Uttar Pradesh | 1 | 0.27 | 0.27 | 0.13 | 0.13 | Rajdoot Paints Private Limited | No | October 1, 1998 | |
| Leasehold land at Chandigarh | 1 | 0.05 | 0.05 | 0.03 | 0.03 | Rajdoot Paints Private Limited | No | October 1, 1998 | |
| Leasehold land at Howrah * | 1 | 0.01 | 0.01 | 0.00 | 0.00 | Government of West Bengal | No | September 26,1957 | Refer Note (ii) below |
| Leasehold Land at Odisha | 1 | 65.74 | 60.08 | 64.93 | 59.94 | Odisha Industrial Infrastructure Development Corporation | No | November 04, 2023 | Refer Note (iii) below |

*Refer Note 60.

**Note:**

(i) In terms of the order dated October 01, 1998, the Hon'ble High Court of Calcutta had approved the Scheme of Amalgamation of Rajdoot Paints Private Limited with the Holding Company with effect from October 01, 1998. In terms of the said order, all the aforesaid leasehold land parcels held by Rajdoot Paints Private Limited were transferred to the Holding Company.

(ii) Renewal of lease with West Bengal Government in respect of a piece of land at Howrah is under process since September 26, 2017

(iii) The Holding company has received the allotment in its name and execution of lease deed in respect of land in Odisha is under process.



Notes to Consolidated Financial Statements (contd.)

### Note 49. (contd.)

**(ii)** Set out below are the carrying amounts of lease liabilities and the movements during the period:

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Opening Balance** | 547.85 | 421.32 |
| Additions | 93.11 | 263.93 |
| Accretion of interest | 39.29 | 36.19 |
| Deletions/ termination | (30.39) | (15.55) |
| Payments | (125.58) | (159.91) |
| Translation Difference | (0.25) | 1.87 |
| **Closing Balance** | **524.03** | **547.85** |
| **Current** | **108.22** | **105.58** |
| **Non-current** | **415.81** | **442.27** |

The maturity analysis of lease liabilities are disclosed in Note 55.
The effective interest rate for lease liabilities is 7%, with maturity between 2024-2113.

**(iii)** Amount recognised in the Statement of Profit and Loss:

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Depreciation expense of right-of-use assets (Refer Note - 42) | 100.45 | 92.56 |
| Interest expense on lease liabilities (Refer Note - 41) | 39.29 | 36.19 |
| Gain on early termination of lease (Refer Note - 36 ) | (4.62) | (3.20) |
| Expense relating to leases of low-value assets and short term leases (Refer Note - 43) | 16.59 | 15.36 |
| **Total** | **151.71** | **140.91** |

The Group had total cash outflows for leases of ₹125.58 crores (March 31, 2024: ₹159.91 crores).
The Group does not face a significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligation related to the lease liabilities as and when they fall due.

**(iv) The table below provides details regarding the contractual maturities of lease liabilities as on undiscounted basis:**

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Less than one year | 114.14 | 113.04 |
| More than one year but less than five years | 358.12 | 372.36 |
| More than five years | 223.91 | 269.15 |

**b. Group as Lessor**

The Group has given Color bank (tinting machines) on operating lease to its dealers. The Group enters into 3-5 years cancellable lease agreements. However the corresponding lease rentals may be receivable for a shorter period or may be waived off/refunded on achievement of certain sales targets by the concerned dealers. The minimum aggregate lease payments to be received in future is considered as ₹ Nil. Accordingly the disclosure of the minimum lease payments receivable at the Balance sheet date is not made. The amounts received from customers pending to be refunded back are recognised as liabilities. Also refer Note 4.

## Notes to Consolidated Financial Statements (contd.)

# Note 50. Commitment and Contingent Liabilities

### a. Commitments

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | 208.85 | 147.15 |

### b. Contingent Liabilities

#### (i) Claims against the Group not acknowledged as debts:

₹ in Crores

| Legal claim contingency | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Sales Tax | 8.46 | 16.38 |
| Excise Duty, Service Tax, Customs | 22.30 | 43.97 |
| Goods and Service Tax | 11.57 | 17.11 |
| Income Tax | 17.46 | 16.22 |
| Other matters | 2.15 | 3.72 |
| | **61.94** | **97.40** |

The Group has exposures towards litigation/disputes relating to various matters as set out in the above note. Since the ultimate outcome of these matters are uncertain, the Group has exercised significant judgement to determine the probability of future cash outflow for these matters and has accordingly taken provisions wherever necessary. The management judgement is also supported with legal advice in certain matters as considered appropriate.

#### (ii) Guarantees excluding financial guarantees

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Outstanding Bank guarantees | 150.27 | 131.64 |

#### (iii) Corporate guarantees

| | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (a) | Corporate guarantees issued by the Holding Company to a bank for loan taken by the joint venture. Total value of guarantee provided by the Holding Company is ₹50.37 crores (March 31, 2024: ₹45.00 crores) and the outstanding balance of loan in the books of the joint venture is ₹24.00 crores (March 31, 2024: ₹Nil crore) | 24.00 | – |

(b) Corporate guarantee issued by Holding Company's step down subsidiary amounting ₹Nil (March 31, 2024: ₹183.54 crores) on behalf of its joint venture which has been converted into step down subsidiary w.e.f. April 23, 2024 (also refer note 61).

#### (iv) Others

The Holding Company continues to provide such support as may be necessary to its joint venture (Berger Nippon Paint Automotive Coatings Private Limited) to enable it to continue with their present scale of operations and meet its financial commitments.



Notes to Consolidated Financial Statements (contd.)

# Note 51. a. Related Party Transactions

## List of Related Parties

### I. Ultimate Holding Company

| Name of related parties | Nature of relationship | Principal Place of business |
|---|---|---|
| U K Paints (India) Private Limited * | Ultimate Holding Company | India |

* The party holds more than 5% of the equity shares in the Holding Company. (Refer Note 21e)
The Principal activity of the entity mentioned above is "Manufacturing Paints and other related product".

### II. Other related parties with whom transactions have taken place during the year:

#### a) Key Management Personnel

| Name of related parties | Nature of relationship with Holding Company |
|---|---|
| Mr Kuldip Singh Dhingra | Director |
| Mr Gurbachan Singh Dhingra | Director |
| Mr Kanwardip Singh Dhingra | Non-Executive Director (w.e.f. 3rd Aug 2024 onwards) and relative of Mr Gurbachan Singh Dhingra |
| Ms Rishma Kaur | Non-Executive Director (w.e.f. 3rd Aug 2024 onwards) and relative of Mr Kuldip Singh Dhingra |
| Mr Abhijit Roy | Managing Director & CEO |
| Mr Kaushik Ghosh | Chief Financial Officer |
| Mr Arunito Ganguly | Vice President & Company Secretary |
| Mr Subir Bose | Independent Director (w.e.f. 15th May 2024 onwards) |
| Mr Naresh Gujral | Independent Director (Till 19th Aug 2024) |
| Mrs Sonu Halan Bhasin | Independent Director |
| Mr Anoop Hoon | Independent Director |
| Mr Gopal Krishna Pillai | Independent Director |
| Dr Anoop Kumar Mittal | Independent Director |

#### b) Others

| Name of related parties | Nature of relationship with Holding Company |
|---|---|
| Berger Becker Coatings Private Limited | Joint Venture of the Group |
| Berger Nippon Paint Automotive Coatings Private Limited | Joint Venture of the Group |
| Surefire Management Services Limited** | Joint Venture of the Group |
| Jenson & Nicholson (Asia) Limited * | Fellow Subsidiary of the Holding Company |
| Berger Paints (Bangladesh) Limited | Fellow Subsidiary of the Holding Company |
| Citland Commercial Credits Limited | Fellow Subsidiary of the Holding Company |
| Wang Investment & Finance Private Limited | Fellow Subsidiary of the Holding Company |
| Kanwar Properties Private Limited | Fellow Subsidiary of the Holding Company |
| Berger Paints Provident Fund (Covered) | Post-employment benefit plan of the Holding Company |
| Berger Paints Officers (Non-Management Category) Superannuation Fund | Post-employment benefit plan of the Holding Company |
| Berger Paints Management Staff Superannuation Fund | Post-employment benefit plan of the Holding Company |
| BAICL Employees Superannuation Fund | Post-employment benefit plan of the Holding Company |
| BAICL Employees Gratuity Fund | Post-employment benefit plan of the Holding Company |
| Seaward Packaging Private Limited | Entity controlled by Key Managerial Personnel of the Holding Company |

* The party holds more than 5% of the equity shares in the Holding Company. (Refer Note 21e)

** During current year, the joint venture has been converted into step down subsidiary w.e.f April 23, 2024 (Refer Note 61).

## Notes to Consolidated Financial Statements (contd.)

### Note 51. a. Related Party Transactions (contd.)

| Name of related parties | Nature of relationship with Holding Company |
|---|---|
| Flex Properties Private Limited | Entity controlled by Key Managerial Personnel of the Holding Company |
| Wazir Estates Private Limited | Entity controlled by Key Managerial Personnel of the Holding Company |
| Bigg Investment & Finance Private Limited | Entity controlled by Key Managerial Personnel of the Holding Company |
| Oakleaf Probuilt LLP | Entity controlled by Key Managerial Personnel of the Holding Company |
| Pasque Probuilt LLP | Entity controlled by Key Managerial Personnel of the Holding Company |
| Shalimar Tar Products Limited | Entity controlled by Key Managerial Personnel of the Holding Company |
| Kfin Technologies Limited | Other Related Party (Till 14th Nov 2023) |
| Countrywide Projects Private Limited | Other Related Party (Till 19th Aug 2024) |
| KSD Family Trust | Mr Kuldip Singh Dhingra - Settlor Trustee |
| GBS Dhingra Family Trust | Mr Gurbachan Singh Dhingra - Settlor Trustee |
| Mrs Meeta Dhingra | Spouse of Mr Kuldip Singh Dhingra |
| Mrs Vinu Dhingra | Spouse of Mr Gurbachan Singh Dhingra |
| Mrs Jessima Kumar | Daughter of Mr Kuldip Singh Dhingra |
| Ms Dipti Dhingra | Daughter of Mr Kuldip Singh Dhingra |
| Mrs Sunaina Kohli | Daughter of Mr Gurbachan Singh Dhingra |
| Mrs Anshna Sawhney | Daughter of Mr Gurbachan Singh Dhingra |
| Mr Aditya Narang | Relative of Ms Rishma Kaur |

### Note 51. b. Disclosure in respect of Related Parties pursuant to Ind AS 24

**A. During the year the following transactions were carried out with the related parties in the ordinary course of business**

₹ in Crores

| Transaction | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Sale of Goods (includes sale of raw materials, packing materials, intermediates, traded goods and stores) | Berger Becker Coatings Private Limited | 8.81 | 10.58 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 30.93 | 37.65 |
| | Berger Paints (Bangladesh) Limited | 0.14 | – |
| | Surefire Management Services Limited | – | 27.39 |
| | U K Paints (India) Private Limited | 0.50 | 0.37 |
| | Countrywide Projects Private Limited* | – | 0.00 |
| | Mr Kuldip Singh Dhingra | 0.04 | 0.02 |
| | Mr Kanwardip Singh Dhingra * | 0.01 | 0.00 |
| | Ms Rishma Kaur * | 0.01 | 0.00 |
| | Mr Aditya Narang* | – | 0.00 |
| | Seaward Packaging Private Limited | 0.04 | 0.05 |
| Royalty Income | Berger Paints (Bangladesh) Limited | – | 0.08 |

* Refer Note 60.



Notes to Consolidated Financial Statements (contd.)

### Note 51. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

₹ in Crores

| Transaction | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Shared Services Income | Berger Nippon Paint Automotive Coatings Private Limited | 0.01 | 0.01 |
| Processing Income | Berger Nippon Paint Automotive Coatings Private Limited | 9.97 | 10.02 |
| Rental Income (Warehouse/office) | Berger Nippon Paint Automotive Coatings Private Limited | – | 0.02 |
| | Shalimar Tar Products Limited | 0.01 | 0.01 |
| | Berger Becker Coatings Private Limited | 0.01 | 0.01 |
| Dividend Receipt | Berger Becker Coatings Private Limited | 2.14 | 2.06 |
| Purchase of Goods (includes purchase of raw materials, packing materials and traded goods) | U K Paints (India) Private Limited | 139.51 | 130.66 |
| | Berger Becker Coatings Private Limited | 0.17 | 0.21 |
| | Seaward Packaging Private Limited | 98.94 | 101.00 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.67 | 1.97 |
| Processing Charges | U K Paints (India) Private Limited | 31.53 | 36.58 |
| | Seaward Packaging Limited | 0.01 | – |
| Rent Expenses | U K Paints (India) Private Limited | 1.23 | 1.97 |
| | Kanwar Properties Private Limited | 0.72 | 0.68 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.06 | 0.06 |
| | Oakleaf Probuilt LLP | 1.59 | 1.50 |
| | Pasque Probuilt LLP | 0.33 | 0.32 |
| | Mrs Meeta Dhingra | 0.08 | 0.07 |
| | Mrs Vinu Dhingra | 0.08 | 0.07 |
| | Mr Kuldip Singh Dhingra | 0.22 | 0.20 |
| | Mr Gurbachan Singh Dhingra | 0.22 | 0.20 |
| Loan Given to a Joint Venture | Surefire Management Services Limited | – | 38.98 |
| Rendering of Manpower Services | U K Paints (India) Private Limited | 0.19 | 0.12 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 0.07 | 0.07 |
| | Berger Becker Coatings Private Limited | 0.17 | 0.18 |
| Manpower Service Expenses | U K Paints (India) Private Limited | 0.14 | 0.15 |
| Professional Service Expenses | Kfin Technologies Limited | – | 0.02 |
| Contribution to Provident Fund | Berger Paints Provident Fund (Covered) | 28.11 | 24.86 |
| Contribution to Gratuity Fund | BAICL Employees Gratuity Fund | 0.11 | 0.14 |

## Notes to Consolidated Financial Statements (contd.)

### Note 51. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

₹ in Crores

| Transaction | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Contribution to Superannuation Fund | Berger Paints Officers (Non-Management Category) Superannuation Fund | 0.28 | 0.46 |
| | Berger Paints Management Staff Superannuation Fund | 2.02 | 1.69 |
| | BAICL Employees Superannuation Fund | 0.04 | 0.05 |
| Directors Commission & Fees | Mr Kuldip Singh Dhingra | 0.18 | 0.18 |
| | Mr Gurbachan Singh Dhingra | 0.10 | 0.10 |
| | Ms Rishma Kaur | 0.79 | – |
| | Mr Kanwardip Singh Dhingra | 0.79 | – |
| | Mr Naresh Gujral | 0.03 | 0.07 |
| | Mrs Sonu Halan Bhasin | 0.08 | 0.07 |
| | Mr Anoop Hoon | 0.08 | 0.07 |
| | Mr Gopal Krishna Pillai | 0.08 | 0.07 |
| | Dr Anoop Kumar Mittal | 0.08 | 0.07 |
| | Mr Subir Bose | 0.08 | – |
| Key Management Personnel Compensation (including post employment benefits and share based payments) | Mr Abhijit Roy | 9.41 | 8.28 |
| | Mr Kaushik Ghosh | 1.03 | 0.96 |
| | Mr Arunito Ganguly | 0.67 | 0.63 |
| | Mr Kanwardip Singh Dhingra | 0.33 | 0.72 |
| | Ms Rishma Kaur | 0.33 | 0.72 |
| Security Deposit Refunded | U K Paints (India) Private Limited | 0.13 | – |
| Dividend Payment | U K Paints (India) Private Limited | 204.41 | 155.73 |
| | Jenson & Nicholson (Asia) Limited | 59.08 | 45.01 |
| | Citland Commercial Credits Limited | 12.98 | 9.89 |
| | Wang Investment & Finance Private Limited | 12.59 | 9.60 |
| | Bigg Investment & Finance Private Limited | 3.34 | 2.54 |
| | KSD Family Trust | 3.49 | 2.66 |
| | GBS Dhingra Family Trust | 2.48 | 1.89 |
| | Mr Kuldip Singh Dhingra | 2.32 | 1.76 |
| | Mr Gurbachan Singh Dhingra | 1.87 | 1.42 |
| | Mrs Vinu Dhingra | 1.64 | 1.25 |
| | Mrs Meeta Dhingra | 0.42 | 0.32 |
| | Mr Kanwardip Singh Dhingra | 0.29 | 0.22 |
| | Mrs Anshna Sawhney | 0.25 | 0.19 |
| | Mrs Jessima Kumar | 0.25 | 0.19 |
| | Ms Rishma Kaur | 0.25 | 0.19 |
| | Mrs Sunaina Kohli | 0.25 | 0.19 |
| | Ms Dipti Dhingra | 0.06 | 0.04 |
| | Mr Abhijit Roy | 0.03 | 0.02 |
| | Mr Naresh Gujral | 0.01 | 0.01 |
| | Mr Kaushik Ghosh | 0.01 | 0.01 |



Notes to Consolidated Financial Statements (contd.)

Note 51. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

**B. Balances outstanding at the year end (including commitments):**

₹ in Crores

| Outstanding | Related Party | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Payable | U K Paints (India) Private Limited | 39.17 | 31.04 |
| | Seaward Packaging Private Limited | 20.03 | 24.34 |
| | Berger Paints Management Staff Superannuation Fund | 0.18 | – |
| | Wazir Estates Private Limited * | – | 0.00 |
| | Kanwar Properties Private Limited * | – | 0.00 |
| | Countrywide Projects Private Limited * | 0.00 | 0.00 |
| | Mr Abhijit Roy | 1.55 | 1.68 |
| | Mr Kaushik Ghosh | 0.02 | 0.02 |
| | Mr Arunito Ganguly | 0.02 | 0.02 |
| | Mr Kanwardip Singh Dhingra * | 0.79 | 0.02 |
| | Ms Rishma Kaur | 0.79 | 0.01 |
| | Mr Naresh Gujral | – | 0.07 |
| | Mr Anoop Hoon | 0.08 | 0.07 |
| | Mrs Sonu Halan Bhasin | 0.08 | 0.07 |
| | Mr Gopal Krishna Pillai | 0.08 | 0.07 |
| | Dr Anoop Kumar Mittal | 0.08 | 0.07 |
| | Mr Subir Bose | 0.08 | – |
| | Mr Aditya Narang* | 0.00 | 0.00 |
| | Mr Kuldip Singh Dhingra | 0.17 | 0.18 |
| | Mr Gurbachan Singh Dhingra | 0.10 | 0.10 |
| Receivable | Berger Becker Coatings Private Limited | 3.59 | 7.16 |
| | Berger Nippon Paint Automotive Coatings Private Limited | 18.80 | 21.49 |
| | Surefire Management Services Limited | – | 16.90 |
| | Berger Paints (Bangladesh) Limited | 0.36 | 0.31 |
| | Shalimar Tar Products Limited | 0.02 | 0.01 |
| Loan given to a Joint Venture | Surefire Management Services Limited | – | 43.07 |
| Security Deposit Receivable | U K Paints (India) Private Limited | 0.10 | 0.22 |
| | Kanwar Properties Private Limited | 0.08 | 0.08 |
| | Oakleaf Probuilt LLP | 0.15 | 0.15 |
| | Mr Kuldip Singh Dhingra | 0.01 | 0.01 |
| | Mr Gurbachan Singh Dhingra | 0.01 | 0.01 |
| Corporate Guarantee outstanding | Berger Becker Coatings Private Limited | 24.00 | – |

* Refer Note 60.

## Notes to Consolidated Financial Statements (contd.)

### Note 51. b. Disclosure in respect of Related Parties pursuant to Ind AS 24 (contd.)

**C. Details of remuneration to Key Managerial Personnel are given below:**

₹ in Crores

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| – Short-term employee benefits | 10.38 | 10.14 |
| – Post employment benefits | 1.28 | 1.04 |
| – Share based payment | 0.12 | 0.13 |
| **Total** | **11.78** | **11.31** |

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. No share options have been granted to the non-executive members of the Board of Directors under ESOP plan. Refer to Note 48 for further details of ESOP plan.

**D. Disclosure as per Section 186 of the Companies Act, 2013**

The details of guarantee given under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 has been disclosed in Note 50(b)(iii).

**Notes:**

Terms and conditions of transactions with related parties:

Transactions relating to dividend were on the same terms and conditions that applied to other shareholders. The sales to and purchases from related parties are made in the ordinary course of business and at arm's length prices. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. No provisions are held against receivables from related parties.

### Note 52. Segment Information

The Group is engaged in the business of manufacturing and selling paints. Based on the nature of products, production process, regulatory environment, customers and distribution methods there are no reportable segment(s) other than "Paints".

The Business Process and Risk Management Committee of the Holding Company, approved by the Board of Directors and Audit Committee performs the function of allotment of resources and assessment of performance of the Group. Considering the level of activities performed, frequency of their meetings and level of finality of their decisions, the Group has identified that Chief Operating Decision Maker function is being performed by the Business process and Risk Management Committee. The financial information presented to the Business Process and Risk Management Committee in the context of results and for the purposes of approving the annual operating plan is on a consolidated basis for various products of the Group. As the group's business activity falls within a single business segment viz. 'Paints' and the sales substantially being in the domestic market, the consolidated financial statement are reflective of the information required by Ind AS 108 "Operating Segments".



Notes to Consolidated Financial Statements (contd.)

### Note 52. Segment Information (contd.)

In terms of Ind AS 108 'Segment Reporting' prescribed under Section 133 of the Companies Act, 2013 Segment Information is presented in the Consolidated Financial Statements of the Group. Given below is the information relating to Geographical Market of the Group:

₹ in Crores

| Particulars | As at and for the year ended March 31, 2025 | As at and for the year ended March 31, 2024 |
|---|---|---|
| **1. Revenue from Operations (based on Customer Destination)** | | |
| Within India | 10,610.15 | 10,427.38 |
| Outside India | 847.33 | 672.83 |
| **Total** | **11,457.48** | **11,100.21** |
| **2. Non Current Assets excluding Income Tax Assets (Net) and Financial Assets** | | |
| Within India | 4,082.10 | 3,882.48 |
| **Total** | **4,082.10** | **3,882.48** |

No customer individually accounted for more than 10% of the revenues during the year ended March 31, 2025 and March 31, 2024.

### Note 53. a. Disclosure of additional information pertaining to the Holding Company, Subsidiaries and Joint Ventures

| Entity Name | As at March 31, 2025 | | Year ended March 31, 2025 | | Year ended March 31, 2025 | | Year ended March 31, 2025 | |
|---|---|---|---|---|---|---|---|---|
| | Net assets | | Share of Profit/(Loss) | | OCI | | TCI | |
| | % of consolidated assets | Amount in Crores (₹) | % of consolidated profit and loss | Amount in Crores (₹) | % of consolidated OCI | Amount in Crores (₹) | % of consolidated TCI | Amount in Crores (₹) |
| **Holding** | | | | | | | | |
| Berger Paints India Limited | 93.76 | 5,781.13 | 86.55 | 1,023.73 | (6.91) | 0.23 | 86.81 | 1,023.96 |
| **Indian Subsidiaries** | | | | | | | | |
| 1) Beepee Coatings Private Limited | 0.11 | 6.89 | (0.13) | (1.59) | 17.72 | (0.59) | (0.18) | (2.18) |
| 2) SBL Specialty Coatings Private Limited | 2.47 | 152.46 | 2.54 | 30.06 | (1.50) | 0.05 | 2.55 | 30.11 |
| 3) Berger Rock Paints Private Limited | (0.02) | (1.51) | 0.24 | 2.85 | (0.30) | 0.01 | 0.24 | 2.86 |
| 4) Berger Hesse Wood Coatings Private Limited | (0.02) | (0.94) | 0.01 | 0.09 | 0.30 | (0.01) | 0.01 | 0.08 |
| 5) STP Limited | 2.91 | 179.49 | 1.83 | 21.61 | 10.81 | (0.36) | 1.81 | 21.25 |

## Note 53. a. Disclosure of additional information pertaining to the Holding Company, Subsidiaries and Joint Ventures (contd.)

| Entity Name | As at March 31, 2025 | | Year ended March 31, 2025 | | Year ended March 31, 2025 | | Year ended March 31, 2025 | |
|---|---|---|---|---|---|---|---|---|
| | Net assets | | Share of Profit/(Loss) | | OCI | | TCI | |
| | % of consolidated assets | Amount in Crores (₹) | % of consolidated profit and loss | Amount in Crores (₹) | % of consolidated OCI | Amount in Crores (₹) | % of consolidated TCI | Amount in Crores (₹) |
| **Foreign Subsidiaries** | | | | | | | | |
| 1) Berger Jenson & Nicholson (Nepal) Private Limited | 3.59 | 221.56 | 2.76 | 32.70 | – | – | 2.77 | 32.70 |
| 2) Berger Paints (Cyprus) Limited consolidated with Berger Paints Overseas Limited | (1.79) | (110.62) | 0.18 | 2.17 | – | – | 0.18 | 2.17 |
| 3) Lusako Trading Limited consolidated with Bolix S.A. & Group ** | (1.27) | (78.02) | 3.06 | 36.13 | – | – | 3.06 | 36.13 |
| **Indian Joint Ventures** | | | | | | | | |
| 1) Berger Becker Coatings Private Limited | – | – | 0.55 | 6.55 | 1.17 | (0.04) | 0.55 | 6.51 |
| 2) Berger Nippon Paints Automotive Coatings Private Limited | – | – | 2.15 | 25.41 | (0.29) | 0.01 | 2.16 | 25.42 |
| **Foreign Joint Ventures** | | | | | | | | |
| 3) Surefire Management Services Limited # | – | – | 0.26 | 3.10 | – | – | 0.26 | 3.10 |
| Noncontrolling Interest * | 0.20 | 12.59 | – | – | 0.60 | (0.02) | 0.00 | (0.02) |
| Foreign Currency Translation Reserve | 0.06 | 3.66 | – | – | 78.40 | (2.61) | (0.22) | (2.61) |
| | **100.00** | **6,166.69** | **100.00** | **1,182.81** | **100.00** | **(3.33)** | **100.00** | **1,179.48** |

* Refer Note 60

** Group includes Build-Trade sp. z.o.o., Bolix UKRAINE sp. z.o.o., Soltherm External Insulations Limited, Soltherm Isolations Thermique Exterieure SAS and Surefire Management Services Limited.

# In April 2024, Bolix S.A, a step-down subsidiary of the Parent Company had invested an additional sum of ₹8.62 crores in its joint venture company Surefire Management Services Limited (SMSL) to acquire the balance 25% stake, thereby converting it into a 100% wholly owned subsidiary. (Refer Note 61)

Note: The above figures are after eliminating intra group transactions and intra group balances as on March 31, 2025.





## Note 53. b. Disclosure of additional information pertaining to the Holding Company, Subsidiaries and Joint Ventures

| Entity Name | As at March 31, 2024 | | Year ended March 31, 2024 | | Year ended March 31, 2024 | | Year ended March 31, 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Net assets | | Share of Profit/(Loss) | | OCI | | TCI | |
| | % of consolidated assets | Amount in Crores (₹) | % of consolidated profit and loss | Amount in Crores (₹) | % of consolidated OCI | Amount in Crores (₹) | % of consolidated TCI | Amount in Crores (₹) |
| **Holding** | | | | | | | | |
| Berger Paints India Limited | 93.86 | 5,058.68 | 86.58 | 1,012.81 | 0.63 | 0.14 | 84.97 | 1,012.95 |
| **Indian Subsidiaries** | | | | | | | | |
| 1) Beepee Coatings Private Limited | 0.17 | 9.07 | (0.24) | (2.78) | 0.04 | 0.01 | (0.23) | (2.77) |
| 2) SBL Specialty Coatings Private Limited | 2.27 | 122.36 | 2.81 | 32.85 | (0.58) | (0.13) | 2.74 | 32.72 |
| 3) Berger Rock Paints Private Limited | (0.08) | (4.37) | 0.15 | 1.75 | (0.04) | (0.01) | 0.15 | 1.74 |
| 4) Berger Hesse Wood Coatings Private Limted * | (0.02) | (1.02) | (0.00) | (0.01) | (0.09) | (0.02) | – | (0.03) |
| 5) STP Limited | 2.94 | 158.59 | 2.34 | 27.42 | (0.58) | (0.13) | 2.29 | 27.29 |
| **Foreign Subsidiaries** | | | | | | | | |
| 1) Berger Jenson & Nicholson (Nepal) Private Limited | 4.47 | 240.69 | 2.86 | 33.42 | – | – | 2.80 | 33.42 |
| 2) Berger Paints (Cyprus) Limited consolidated with Berger Paints Overseas Limited | (2.07) | (111.53) | 0.01 | 0.12 | – | – | 0.01 | 0.12 |
| 3) Lusako Trading Limited consolidated with Bolix S.A. & Group ** | (1.85) | (99.77) | 1.99 | 23.22 | – | – | 1.95 | 23.22 |
| **Indian Joint Ventures** | | | | | | | | |
| 1) Berger Becker Coatings Private Limited | – | – | 2.38 | 27.88 | 0.10 | 0.02 | 2.34 | 27.90 |
| 2) Berger Nippon Paints Automotive Coatings Private Limited | – | – | 1.28 | 14.96 | 0.15 | 0.03 | 1.26 | 14.99 |
| **Foreign Joint Ventures** | | | | | | | | |
| 3) Surefire Management Services Limited # | – | – | (0.16) | (1.82) | – | – | (0.16) | (1.82) |
| Noncontrolling Interest * | 0.19 | 10.20 | – | – | (0.09) | (0.02) | 0.00 | (0.02) |
| Foreign Currency Translation Reserve | 0.12 | 6.27 | – | – | 100.46 | 22.40 | 1.88 | 22.40 |
| **Total** | **100.00** | **5,389.17** | **100.00** | **1,169.82** | **100.00** | **22.29** | **100.00** | **1,192.11** |

* Refer Note 60

** Group includes Build-Trade sp. z.o.o., Bolix UKRAINE sp. z.o.o., Soltherm External Insulations Limited and Soltherm Isolations Thermique Exterieure SAS.

# On 9 January 2018, purchase of shares in Surefire Management Services Limited was finalised. Bolix holds 75% of shares in Surefire Management Services Limited. However, it shares control of that company as it holds the right to appoint only 2 out of 4 executives. Surefire Management Services Limited is reported using the equity method.

Note: The above figures are after eliminating intra group transactions and intra group balances as on March 31, 2024.

## Note 54. Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

### (a) Financial assets and liabilities measured at fair value through profit and loss at March 31, 2025

₹ in Crores

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Investment in Mutual Funds | 333.68 | – | – | 333.68 |
| Investment in unquoted equity instruments* | – | – | 0.00 | 0.00 |

### Financial assets and liabilities measured at fair value through profit and loss at March 31, 2024

₹ in Crores

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Investment in Mutual Funds | 85.91 | – | – | 85.91 |
| Investment in unquoted equity instruments* | – | – | 0.00 | 0.00 |

* Refer Notes - 8b & 60.

### (b) Financial instruments at amortized cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the consolidated financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

**(c)** During the year there has been no transfer from one level to another.

**(d)** In determining fair value measurement, the impact of potential climate-related matters, including legislation, which may affect the fair value measurement of assets and liabilities in the consolidated financial statements, as applicable, has been considered. These risks in respect of climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts. At present, the impact of climate-related matters is not material to the Group's financial statements.





## Note 55. Financial Risk Management Objectives and Policies

The Group's principal financial liabilities, other than derivatives, comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Group's working capital requirements. The Group has various financial assets such as trade receivables, loans, investments, short-term deposits and cash & cash equivalents, which arise directly from its operations. The Group may enter into derivative transactions by way of forward exchange contracts to hedge its payables.

### Risk Management Framework

The Group is exposed to market risk, credit risk and liquidity risk. The Holding Company's Board of Directors oversees the management of these risks. The Holding Company's Board of Directors is supported by the Business Process and Risk Management Committee (BPRMC) that advises on financial risks and the appropriate financial risk governance framework for the Group. The BPRMC provides assurance to Holding Company's Board of Directors that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by personnel that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Holding Company's Board of Directors has taken all necessary actions to mitigate the risks identified on the basis of the information and situation present. The Holding Company's Board of Directors reviews & agrees policies for managing each of these risks, which are summarised below:

### i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market factors. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk, liquidity risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and financial derivative.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant at March 31, 2025.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations.

The following assumptions have been made in calculating the sensitivity analysis:

➤ The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

➤ The sensitivity of equity is calculated as at March 31, 2025 for the effects of the assumed changes of the underlying risk.

## Note 55. Financial Risk Management Objectives and Policies (contd.)

### ii) Interest rate risk

The Group has incurred short term debt to finance its working capital and long term debt which expose it to interest rate risk. Borrowings issued at variable rates expose the Group to interest rate risk. Borrowing issued at fixed rates expose the Group to fair value interest rate risk. The Group's interest rate risk management policy includes achieving the lowest possible cost of debt financing, while managing volatility of interest rates, applying a prudent mix of fixed and floating debt through evaluation of various bank loans and money market instruments.

Some of the Group's borrowings are index linked, that is their cost is linked to changes in the Warsaw inter-bank offered rate (WIBOR), London Inter bank offered rate (LIBOR) and Sterling Overnight Index Average (SONIA).

Although the Group has variable rate interest bearing liabilities at March 31, 2025 and March 31,2024, there would not be any material impact on pretax profit and pre tax equity of the Group on account of any anticipated fluctuations in interest.

### iii) Foreign currency risk

The Group has a policy wherein it can enter into foreign exchange forward contracts to manage risk of foreign exchange fluctuations. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss. Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates of any currency. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities by way of direct imports or financing of imports through foreign currency instruments.

There are no outstanding derivative contract as at March 31, 2025 and March 31, 2024.

### iv) Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD/EURO/GBP/JPY/HRK/KS exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

| Year ended | Currency | Change in USD/ EURO/GBP/JPY/ HRK/KS rate(%) | Effect on profit before tax (₹ in Crores) | Effect on pre-tax equity (₹ in Crores) |
|---|---|---|---|---|
| **March 31, 2025** | USD | 5% | (7.89) | (7.89) |
| | USD | -5% | 7.89 | 7.89 |
| | EURO | 5% | (11.32) | (11.32) |
| | EURO | -5% | 11.32 | 11.32 |
| | GBP | 5% | (25.53) | (25.53) |
| | GBP | -5% | 25.53 | 25.53 |
| | JPY | 5% | (0.01) | (0.01) |
| | JPY | -5% | 0.01 | 0.01 |
| | HRK | 5% | (0.04) | (0.04) |
| | HRK | -5% | 0.04 | 0.04 |
| | KS | 5% | (0.00) | (0.00) |
| | KS | -5% | 0.00 | 0.00 |



Notes to Consolidated Financial Statements (contd.)

## Note 55. Financial Risk Management Objectives and Policies (contd.)

| Year ended | Currency | Change in USD/ EURO/GBP/JPY/ HRK/KS rate(%) | Effect on profit before tax (₹ in Crores) | Effect on pre-tax equity (₹ in Crores) |
|---|---|---|---|---|
| **March 31, 2024** | USD | 5% | (7.71) | (7.71) |
| | USD | -5% | 7.71 | 7.71 |
| | EURO | 5% | (0.27) | (0.27) |
| | EURO | -5% | 0.27 | 0.27 |
| | GBP | 5% | 15.27 | 15.27 |
| | GBP | -5% | (15.27) | (15.27) |
| | JPY | 5% | (0.01) | (0.01) |
| | JPY | -5% | 0.01 | 0.01 |

### v) Commodity price risk

The Group doesn't enter into any long term contract with its suppliers for hedging its commodity price risk.

### vi) Equity price risk

The Group does not have any investments in listed securities or in Equity Mutual Funds and thereby is not exposed to any Equity price risk.

### vii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments, as applicable.

The concentration of Credit Risk is limited as the customer base is large. There is no customer representing more than 10% of the total balance of trade receivable. As a practical expedient, the Group computes credit loss allowances based on a provision matrix. The provision matrix is prepared based on historically observed default rates over expected life of trade receivable and is adjusted for forward looking estimates. The Group has also assessed the performance and recoverability of trade receivables. The Group believes that the current value of trade receivables reflects the fair value/ recoverable values.

₹ in Crores

| Movement in expected credit loss allowance on trade receivable | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balance at the beginning of the year | 57.41 | 44.58 |
| Impairment loss allowance measured at lifetime expected credit losses (net of bad debts) | 14.53 | 12.83 |
| **Balance at the end of the year** | **71.94** | **57.41** |

### Trade receivables and contract assets if any

Customer credit risk is managed by the management subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit limits are defined in accordance with credit quality of customers, as assessed by the management. Outstanding customer receivables are regularly monitored and corrective actions are taken, as required.

## Note 55. Financial Risk Management Objectives and Policies (contd.)

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Business Process and Risk Management Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**viii) Liquidity risk**

The Group monitors its risk of a shortage of funds using a liquidity planning analysis.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and buyers' credit facilities. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

₹ in Crores

| Particulars | On demand | <1 year | 1 to 5 years | > 5 years | Total |
|---|---|---|---|---|---|
| **As at March 31, 2025** | | | | | |
| Financial Liabilities | | | | | |
| Borrowings | 140.17 | 3.11 | 2.96 | – | 146.24 |
| Lease liabilities* | – | 114.14 | 358.12 | 223.91 | 696.17 |
| Other financial liabilities # | 4.31 | 147.75 | 68.21 | – | 220.27 |
| Trade payables | 9.15 | 1,731.12 | – | – | 1,740.27 |
| | **153.63** | **1,996.11** | **429.29** | **223.91** | **2,802.94** |

| Particulars | On demand | <1 year | 1 to 5 years | > 5 years | Total |
|---|---|---|---|---|---|
| **As at March 31, 2024** | | | | | |
| Financial Liabilities | | | | | |
| Borrowings | 196.77 | 2.67 | 6.00 | – | 205.44 |
| Lease liabilities* | – | 113.04 | 372.36 | 269.15 | 754.55 |
| Other financial liabilities # | 4.35 | 153.05 | 72.35 | – | 229.75 |
| Trade payables | 8.79 | 1,670.42 | – | – | 1,679.21 |
| | **209.91** | **1,939.18** | **450.71** | **269.15** | **2,868.95** |

*For maturity profile of lease liabilities, refer Note 49(iv).

# Includes contractual interest payment based on interest rate prevailing at the end of the reporting period amounting to ₹ 9.93 crores and ₹6.72 crores as at March 31, 2025 and March 31, 2024 respectively.





## Note 56. Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Holding Company. The primary objective of the Holding Company's capital management is to maximise the shareholder value

The Group avails short term borrowings to bridge its working capital gap and finances its capital expenditure through long term borrowings and internal generation of funds.The group has a generally low debt equity ratio.

₹ in Crores

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Borrowings (notes 23 & 28) | 146.24 | 205.44 |
| Lease liabilities (note 49) | 524.03 | 547.85 |
| Less: cash and cash equivalents (note 16) | (253.95) | (240.26) |
| **Net debt (A)** | **416.32** | **513.03** |
| Total capital (B) | 6,154.10 | 5,378.97 |
| **Capital and net debt (C=A+B)** | **6,570.41** | **5,892.00** |
| Gearing ratio (A/C) | 6% | 9% |

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements, if any. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The above ratio is within the acceptable range of the Group.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

## Note 57. Additional regulatory information required by Schedule III to the Companies Act, 2013

(i) The Holding Company and its Indian Subsidiaries and Indian joint ventures do not have any benami property held in its name. No proceedings have been initiated on or are pending against the Holding Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the Rules made thereunder.

(ii) The Holding Company and its Indian Subsidiaries and Indian joint ventures have not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

(iv) The Group has not traded or invested in crypto currency or virtual currency during the year.

(v) The Group does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

## Note 57. Additional regulatory information required by Schedule III to the Companies Act, 2013

(vi) Utilisation of borrowed funds and share premium:

I) The Parent and Indian Subsidiaries have not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

II) The Parent and Indian Subsidiaries have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(vii) The Holding Company and its Indian Subsidiaries do not have any transactions with struck off companies.

(viii) The Holding Company and its Indian Subsidiaries have complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017.

## Note 58.

In an earlier year, there was a fire in the factory of Berger Becker Coatings Private Limited in Goa, a joint venture of the Group.The Group's share of financial impact of the loss due to fire amounting to ₹25.35 crores was recognised in such earlier year, following principles of prudent accounting. Insurance claim against the same was received during the year ended March 31, 2024 and Group's share of corresponding income amounting to ₹22.53 crores was duly recognised during the year ended March 31, 2024.

## Note 59.

The Holding Company, subsidiaries and joint ventures which are companies incorporated in India and whose financial statements have been audited under the Act have complied with the requirements of audit trail except for the following:

a) The Holding Company has used accounting software (Oracle) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled in the Oracle application for direct changes to data in certain database tables for part of the year i.e., from April 01, 2024 till March 11, 2025. Further no instance of audit trail feature being tampered with was noted in respect of accounting software where the audit trail has been enabled. Additionally, the Holding Company has recorded and preserved audit trail in full compliance with the requirements of section 128(5) of the Companies Act, 2013, in respect of the financial year ended March 31, 2024 to the extent it was enabled and recorded in respect of that year.





## Note 59. (contd.)

b) The Holding Company has used a payroll software (Darwin Box) for part of the year (April 01, 2024 – June 30, 2024) which is operated by a third-party software service provider, for maintaining its books of account. Management is not in possession of Service Organisation Controls report to determine whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with, in respect of an accounting software where the audit trail has been enabled. Additionally, in the absence of Service Organisation Controls report, we are unable to assess whether the audit trail has been preserved as per the statutory requirements for record retention in respect of software used by the Holding Company to maintain payroll records and operated by a third party service provider, in absence of service organisation controls report, management of the Holding Company is unable to determine whether audit trail feature of the underlying database was enabled/operated throughout the year or tampered with.

c) In respect of one subsidiary company the audit trail has not been enabled at database level.

d) In respect to one subsidiary company audit trail feature was not enabled for changes to data to the Oracle application and the underlying SQL database.

## Note 60.

All figures are in Rupees in Crores unless otherwise stated. Figures marked with (*) are below the rounding off norm adopted by the Group.

## Note 61.

During the year, Bolix S.A, a step-down subsidiary of the Parent Company had invested an additional sum of ₹8.62 crore in its joint venture company Surefire Management Services Limited (SMSL) to acquire the balance 25% stake, thereby converting it into a 100% wholly owned subsidiary. Accordingly, on April 23, 2024, Bolix S.A remeasured its previously held equity interest in SMSL at fair value and had recognised the resulting gain amounting to ₹13.38 crore. Accordingly, the identifiable assets acquired and liabilities assumed were recognised at their respective fair values as at the acquisition date with a resultant goodwill amounting to ₹22.21 crores.

Following the transaction, the Group holds a 100% ownership interest in the subsidiary. Prior to the acquisition, the Group held a 75% interest in Surefire Management Services Ltd., but control was shared, as Bolix S.A. only had the right to appoint 2 out of 4 executive directors. Until the date full control was obtained, Surefire Management Services Ltd. was accounted for using the equity method.

The principal activity of the subsidiary, Surefire Management Services Ltd., is the thermal modernisation of buildings. The purpose of the transaction was to expand the Group's operations. The transaction was accounted for as a business combination in accordance with Ind AS 103.

## Notes to Consolidated Financial Statements (contd.)

### Note 61.(contd.)

₹ in Crores

| | |
|---|---|
| **The full purchase price allocation is presented below:** | |
| **Fair value of consideration transferred in connection with the acquisition** | |
| Cash paid on the acquisition date (base consideration) | 8.62 |
| **Total consideration** | **8.62** |
| **Fair values of the identifiable major classes of assets acquired and liabilities assumed as at the acquisition date** | |
| **Assets acquired** | |
| (i) Non-current assets | – |
| (ii) Current assets | |
| Inventories | 3.55 |
| Trade and other receivables | 25.63 |
| Assets arising from forward contracts | 96.17 |
| Other current assets | 0.28 |
| Cash and cash equivalents | 1.00 |
| Total Current Assets | 126.63 |
| **Total Assets** | **126.63** |
| **Liabilities assumed** | |
| (i) Long-term liabilities | |
| Liabilities on account of credit facilities | 0.17 |
| (ii) Short-term liabilities | |
| Liabilities on account of loans from related entities | 49.06 |
| Liabilities on account of credit facilities | 0.11 |
| Trade and other payables to related entities | 14.76 |
| Trade and other payables to other entities | 25.48 |
| Prepayments and accruals relating to forward contracts | 34.11 |
| Prepayments and accruals | 0.09 |
| Total Short-term Liabilities | 123.61 |
| **Total Liabilities** | **123.78** |
| Net Assets Value | 2.85 |
| Non-controlling interests measured at the proportionate share of net assets | 3.06 |
| Goodwill as at the acquisition date | 22.21 |
| Net cash flows related to the transaction | Fair value |
| Net cash acquired with the subsidiary | 1.00 |
| Cash payment on the acquisition date | (8.62) |
| Net cash outflow | (7.62) |



Notes to Consolidated Financial Statements (contd.)

### Note 62.

There were no significant adjusting events after end of the reporting period which require any adjustment or disclosure in the consolidated financial statements subsequent to the reporting period other than the events disclosed in the relevant notes.

As per our report of even date
For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
Firm Registration Number 301003E/E300005
per **VISHAL SHARMA**
Partner
Membership Number: 096766

Place: Kolkata
Dated: May 14, 2025

For and on behalf of
**Board of Directors of Berger Paints India Limited**

**RISHMA KAUR**
Chairman
(DIN: 00043154)

**KANWARDIP SINGH DHINGRA**
Vice-Chairman
(DIN: 02696670)

**ABHIJIT ROY**
Managing Director & CEO
(DIN: 03439064)

**KAUSHIK GHOSH**
CFO
(ACA: 059971)

**ARUNITO GANGULY**
Vice President & Company Secretary
(FCS: 9285)

# Financial Summary of Berger Paints India Limited

## (Consolidated) – Five Years at A Glance

₹ in Crores

| | 2024-25 | 2023-24 | 2022-23 | 2021-22 | 2020-21 |
|---|---|---|---|---|---|
| Revenue from Operations | 11,544.71 | 11,198.92 | 10,567.84 | 8,761.78 | 6,817.59 |
| % Growth | 3.09 | 5.97 | 20.61 | 28.52 | 7.10 |
| Other Income | 94.78 | 63.68 | 51.57 | 64.59 | 51.49 |
| Materials Consumed | 6,761.93 | 6,646.00 | 6,730.52 | 5,429.07 | 3,868.56 |
| Employee Benefits Expense | 814.70 | 713.03 | 609.19 | 543.12 | 485.14 |
| Other Expenses | 2,111.99 | 1,978.57 | 1,740.93 | 1,458.52 | 1,275.91 |
| EBITDA | 1,950.87 | 1,925.00 | 1,538.77 | 1,395.66 | 1,239.47 |
| % to Net Revenue | 16.90 | 17.19 | 14.56 | 15.93 | 18.18 |
| Depreciation/Amortisation | 354.19 | 330.88 | 264.03 | 226.51 | 211.14 |
| Finance Cost | 63.27 | 78.25 | 99.23 | 50.72 | 44.10 |
| Profit Before Tax & Exceptional Item (before considering JV profit/loss) | 1,533.41 | 1,515.87 | 1,175.51 | 1,118.43 | 984.23 |
| Share in Profit/(Loss) of Joint Ventures | 35.06 | 41.02 | (13.17) | 3.86 | (5.61) |
| Profit Before exceptional items and tax | 1,568.47 | 1,556.89 | 1,162.34 | 1,122.29 | 978.62 |
| Exceptional Item | – | – | – | – | – |
| Profit Before Tax | 1,568.47 | 1,556.89 | 1,162.34 | 1,122.29 | 978.62 |
| Tax Expense | 385.66 | 387.07 | 301.94 | 289.34 | 258.90 |
| Profit After Tax | 1,182.81 | 1,169.82 | 860.40 | 832.95 | 719.72 |
| Return On Net Worth ( % ) | 19.18 | 21.71 | 19.11 | 21.17 | 21.27 |
| Shareholders' Funds: | | | | | |
| Share Capital | 116.59 | 116.58 | 97.14 | 97.13 | 97.13 |
| Reserves and Surplus | 6,037.51 | 5,262.39 | 4,396.98 | 3,829.86 | 3,279.74 |
| Non-controlling interest | 12.59 | 10.20 | 8.14 | 7.17 | 7.06 |
| **Total** | **6,166.69** | **5,389.17** | **4,502.26** | **3,934.16** | **3,383.93** |
| Other current and non-current liabilities | 2,964.95 | 2,979.49 | 3,464.91 | 3,278.50 | 2,537.12 |
| **Equity And Liabilities** | **9,131.64** | **8,368.66** | **7,967.17** | **7,212.66** | **5,921.05** |
| Fixed Assets (includes Property, Plant & Equipment, CWIP, Intangible assets & Right-of-use assets) | 3,802.31 | 3,688.67 | 3,442.11 | 2,792.32 | 2,150.97 |
| Investments (Current) and Investments in Joint Venture | 532.63 | 255.07 | 183.11 | 234.33 | 355.67 |
| Other current and non-current assets | 4,796.70 | 4,424.92 | 4,341.95 | 4,186.01 | 3,414.41 |
| **Assets** | **9,131.64** | **8,368.66** | **7,967.17** | **7,212.66** | **5,921.05** |
| Cash Earnings Per Share (₹) | 13.18 | 12.87 | 9.65 | 10.91* | 9.58* |
| Earnings Per Share – Basic (₹) | 10.13 | 10.02 | 7.37 | 8.58* | 7.41* |
| Earnings Per Share – Diluted (₹) | 10.12 | 10.02 | 7.37 | 8.57* | 7.41* |
| Book Value Per Share (₹) | 52.88 | 46.22 | 38.62 | 40.50* | 34.84* |
| Wt. Avg. No. of Shares | 1,16,60,78,129 | 1,16,58,68,269 | 1,16,57,67,126 | 97,14,80,501 | 97,13,86,627 |
| Cash Profit | 1,537.00 | 1,500.70 | 1,124.43 | 1,059.46 | 930.86 |

* On September 25, 2023, the Holding Company had allotted 19,42,84,497 bonus shares of Rupee one each (fully paid up) in the proportion of 1 bonus share for every 5 fully paid up equity shares. However, impact of the bonus shares have not been considered in adjusting Cash earnings per share, Earnings per share (Basic & Diluted) and Book value per share for the previous financial years 2020-2021 and 2021-2022. Hence the numbers are not comparable with previous years.



# Berger Paints India Limited

## Depots & Offices

### East – 1

**Durgapur**
JP Avenue, Sagarbhanga
Durgapur – 713211
Phone: 0343- 6611600/601/602/603/604

**Kolkata – 1**
6C, Rameshwar Shaw Road
Kolkata – 700 014
Phone: 033 2284 8120/2289 7395/7762
Fax: 033 2289 7084

**Kolkata – 2**
Godown No. 4A, 4B, 5A & 5C
C/o. Central Warehousing Corporation
1B, Kishore Mohan Banerjee Road
Panihati, Kolkata – 700 114
Phone: 033 6500 9700 to 9723

**Kolkata – 2 Office**
Office Block, 1st floor, Administrative Building
1B, Kishore Mohan Banerjee Road, Panihati
Kolkata – 700 114

**Kolkata – 4**
Apeejay Industries Limited Complex
47, Hide Road, P.S. Taratolla
Kolkata – 700 088
Phone: 033 6500 1693/1352/1665/1433

**Kolkata – 5 & 6**
Plot Nos. 405, 406, 407, 408 & 409
Mouza – Belumilki, JL-No.11
P.O. Belumilki, P. S. Serampore
Dist.: Hooghly – 712 223

**Serampore ++**
Dag No. 113,117,118, J.L. No.11
Khatian No. 6630, Mouza – Belumilki
P.O. Belumilki, P. S. Serampore
Dist.: Hooghly – 712 223

**Barasat (Office only)**
Plot No.LR-00249, Taki Road
Pirgacha, P.S. Duttapukur, P.O.: Badu
North 24 Parganas, Barasat, Kolkata – 700 124
Phone: 7003961575

**Bantala**
Plot No.1463/267 & 247, J.L. No.32
Mouza – Karaidanga, P.O. Bhojerhat
P.S. Kolkata Leather Complex
Nearby Leather Complex Gate No.03
South 24 Parganas, West Bengal – 743 502
Phone: 98304 86362/9330076748

**Siliguri**
Near Ramakrishna Ashram, Sahudangi
Siliguri, Dist: Jalpaiguri – 735 135
Phone: 76040 23723

**Siliguri Office**
C/o: Sona Wheels (P) Ltd, 4th Mile
Sevoke Road, Behind State Bank of India
Salugara Branch, P.S. Bhaktinagar
Siliguri – 734 008
Phone: 92333 33455/76040 23727

**Malda**
Bypass Road, Mouza - Nityanandapur &
Madanpur Kismat, JL No.112 - 130
Khatian No. LR-1596, 228, 752
LR Dag No.346, 346/358, 23/391, 347, 348,
349, 350, 478, 479, 23/391, PS Malda
Dist.: Malda – 732 142, West Bengal
Under Sahapur Gram Panchayat

**Midnapore**
180, Bhandari Building, NH6
Rupnarayanpur, Jakpur
West Medinipur – 721 301

**Burdwan**
3, Alamganj Road, Mouza - Alamganj
J L No.31, LR Plot No.697 & 698, Burdwan
Phone: 9233313080

**Agartala**
Khayerpur to Amtali, Near By-pass Road
Uttar Champamura, Opp. Iswar Chandra Colony
P.O. Old Agartala, P.S. Bodhjungnagar
Dist.: West Tripura – 799 008 (Khatian No.281
R/S Plot No. 7237, 7238 & 7243), Agartala
Phone : 6909366918

**Guwahati – 1**
Honuram Boro Path, Kachari Basti
Dispur, Guwahati – 781 005
Phone: 0361 234 8381/3026/28

**Nagaon****
Dag No.1149, Patta No.424,
Mouza : PUV Tharia, Village – Naltali
P.O. Bhumuraguri, Dist.: Nagaon – 782 143,
Assam

**Guwahati ++**
C/o: Vishal Estate, P.O. Gauripur
Mouza Silasindurighopa, Amingaon
Kamrup (Rural) – 781 031, Assam
Landmark - Near Bramputra Industrial Estate
Phone: 9207081456

**Jorhat**
Dag No. 2143/2565 of P P No.335/652
Charangia Gaon, Porbatia Mouza
Jorhat West Circle, Dist.: Jorhat, Assam

**Tezpur**
Near All India Radio Center
Adjacent to Chand Ford Showroom
Village Gotlong, P.O.: Kaliabhomora,
Tezpur – 784 024, Dist.: Sonitpur, Assam

**Silchar**
Kathal Road, Budurail, Ambicapur Part-4
Cachar – 788 005, Longitude 92.766395
Latitude 24.784974, Silchar, Assam

**Shillong**
Near Chief Engineer Office (MES)
Lower Nongrim Hills East Khasi Hills
Dist.: Shillong – 793 003, Meghalaya
Phone: 0364 253 4901/4903
(**To be shifted to:** Pynthorbah, Shillong
Near Royal Enfield Showroom
East Khasi Hills, Dist.: Shillong
Meghalaya -793001)

### East – 2

**Patna**
C/o: Trilokeshwar Estate Pvt Ltd
National Highway – 31
Near Patna Bakhtiyarpur Didarganj Toll Plaza
Beside Tata Motors, Mauza – Simli Murarpur,
Khata No. 396, Khasra No.511
P.S. Malsalami, Patna, Bihar – 800 009
Phone : 7632999828, 7632999827,
9264190892

** Raw Material Godown
++ Regional Distribution Centre

## Berger Paints India Limited — Depots & Offices (contd.)

**Patna (Office only)**
Nirmala Complex, 1st floor, Plot No.693 (P)
Opp. Amit Hotel, Vishnupuri
New Bye Pass Road, Anisabad
Patna – 800 002
Phone: 97714 89400

**Dhanbad**
C/o: Hindusthan Fuels, Kalyanpur, Barwadda
Dhanbad – 826 004, Jharkhand
Phone: 7070128255

**Bhagalpur**
Netaji Subhash Chandra Bose Marg
(Central Jail Road), P.S.: Tilakamanjhi
Bhagalpur – 812 001
Phone: 74638 86880

**Muzaffarpur**
Kolhua Paigamberpur, Purani Motihari
Road, Baria, P.S.: Ahiyapur, P.O.: Kolhua
Paigamberpur, Dist.: Muzaffarpur
Muzaffarpur – 843 108
Phone: 92644 49124/25

**Bhubaneswar**
Plot No.187, Kesura, P.O. Bankul
Police Station: Saheed Nagar, Dist.: Khorda
Bhubaneswar – 751 001, Orissa
Phone: 9937880620

**Bhubaneswar (Office Only)**
Khata No.928/1146, Plot No.1674/3705
New Puri Bypass Road, Kesura Chhak
Jharapada, Mouza – Bhubaneswar Town Unit
No.33, Ward No.32, Kharda District
Bhubaneswar – 751 002

**Cuttack**
Plot No.527, Chaudhury Complex
At-Manguli Square , P.O.: Choudwar
Dist.: Cuttack, Odisha – 754 025
Phone: 0671 239 2584/239 2616

**Jamshedpur**
Near Military Camp, Sundernagar, Tatanagar
Jamshedpur, Jharkand – 832 107
Phone: 0763 509 3823

**Ranchi**
Martin Baken, Village Kharsidag, P.O.: Tetri
Ring Road, Ranchi, Jharkhand – 834 010
Mobile: 07070097309

**Ranchi - Additional**
Revisional Survey Plot No.113, 431, 432,
Khata No.18 , Thana No.306
Village - Kochbong, Ring Road
P.S. Namkum, Ranchi – 834 010
Phone: 7070097303

**Sambalpur**
Global Warehouse, Remed,
Sambalpur – 768 006, Odisha
Phone: 0789 446 9691

### South – 1

**Guntur**
Sridhar & Sridhar Estates, 8-227/3
Bonthapadu Road, Etukuru
Guntur – 522 003, Andhra Pradesh
Mobile: 81063 91671 / 99483 47147

**Hyderabad – 1**
8-84/11/2, Survey No.688 & 689
Near Sai Geetha Ashramam, Devar Yamjal
Medchal, Malkajgiri, Telangana – 500 047
Phone: 2980 4277/88/99

**Hyderabad – 2**
Door No.10-10/21, New Gayatri Nagar
Opposite SBH Bank, Jillelaguda
Hyderabad – 500 079
Phone: 040 2409 7334/2409 4334

**Kurnool**
Door No. 51/15/A/4/8, Sy. No.312/2, 321
Rajiv Nagar, Bellary Road
Near Hanuman Weight Bridge
Kurnool – 518 003
Phone: 08518 259 677/577

**Karimnagar**
Survey No.720, Beside BP Petrol Bunk
Bypass Road, Bommakal Village
Karimnagar, Telangana – 505 001

**Tirupati**
13-407/1 & 13/407/2
JK Estates & Warehouses, Tirupati Road,
Renigunta – 517 520)

**Vijayawada**
R.S. No.73/2, Kanuru Donka Road
Prasadampadu, Vijayawada Rural – 521 108
Phone: 0866 284 3641/42
Mobile: 09246494620

**Visakhapatnam**
Plot No. 188, D-Block, IDA, Autonagar
Visakhapatnam – 530 012, Andhra Pradesh
Phone: 0891 254 5936/257 8396

### South – 2

**Alleppey**
Door No: EP/12/41A
Eramalloor – Ezhupunna Road
Ezhupunna Panchayat, Ward No.12/36
Eramalloor, P.O.: Cherthala Taluk
Alleppey – 688 537
Phone: 9249477085/0478 2872366

**Calicut**
Door No.III/102D, (New No.XV/517B)
Ground floor, Parammal Junction
Near ALPB School, Parammal
N H Bypass Road, Azhinhilam
Malapuram – 673 632, Calicut, Kerala
Phone: 0483 283 2144/2244

**Calicut - Additional**
Building No.V P 2/387A
Parammal Azhinjillam Road
Near Bhavana Bus Stop, Azhinjillam
P.O.: Malappuram – 673 632
Phone: 7034513005

**Chennai – 1**
10 (SF 88/1), Noombal Main Road
Velappanchavadi, Chennai – 600 077
Phone: 9025906243

**Chennai – 2**
Warehouse 2 Part 1, No.24, Vanagaram
Ambattur Road, Kel Aynambakkam
Chennai – 600 095

**Coimbatore**
S.F. No. 9/1A2, Rangavale Compound
Metupalayam Road, Thudiyalur
P.O, Coimbatore – 641 034, Tamilnadu
Phone: 0422 2644 508/2644 132/2644 271/
436 8288

**Hosur**
Block 5, 167/1C, Avigna Industrial Park
Nagondapalli Village Hosur Taluk
Krishnagiri District, Tamil Nadu – 635 110
Phone: 96297 74931



## Berger Paints India Limited — Depots & Offices (contd.)

**Hosur (Office only)**
Shed No.C-15 (a), Sidco Industrial Estate,
Survey Nos.21 & 22 (New Survey No.21/1A
& 22/1A), Hosur - 635 126
Phone : 04344-262212 and 274929

**Kannur**
C/o. Western India Cottons Godown
PPXIII/66, P.O.: Pappinisseri, Dist.: Kannur
Kerala – 670 591
Phone: 0497 278 6556

**Kochi (Office only)**
Door No. III/835 C, Valiyara Chambers
K.K. Road, Chembumukku
Ernakulam – 682 021
Phone: 0484 242 6312/18

**Kollam**
4/744, 726, 724, 725, Rajkumar Impex
Palamukku, Kannanalloor P.O. Kollam – 691 576
Phone: 0474 2912733/ 2913743

**Kottayam**
Vijayapuram Panchayath, Door No. XI/12A
At 47/4, Block-23, Vijayapuram Village
Manganam Kara, Kottayam – 686 010
Phone: 0481 257 6481/82

**Madurai**
Nedunkulam Main Road
Opp. Idayam Rajendran School Samanathan
P.O.: Puliyar Panchayath, Madurai – 625 009

**Puducherry**
26/4 & 5, Konerikuppam Road, Olavaikkal Village
Koodapakkam, P.O.: Villanur
Puducherry – 605 502

**Thrissur**
Building No. XVI 564 B, 564 C, 564 D
Ponganamkad Centre, P.O.: Kurichikkara
Thrissur – 680 028
Phone: 0487 269 5003/5001
Fax: 0487 269 5003

**Thrissur++**
Building No. XVI 564 E, 564 F, 564 G, 564 H
Ponganamkad Centre, P.O.: Kurichikkara
Thrissur – 680 028
Phone: 0487 269 5001/5003/7800
Fax: 0487 269 5003

++ Regional Distribution Centre

**Tirunelveli**
200-E/2/1, Tiruchendur Road
Samathanapuram, Palayamkottai
Tirunelveli – 627 002
Phone: 0462 257 3315/16

**Trichy**
New No.1/231 and Old No.1/175B
Thayanu Main Road, Punganur Panchayat
Srirangam Taluka, Tiruchirappalli – 629 009

**Trivandrum**
G.H. Auditorium, Vazhuthoorkonam
Malayinkeezhu, P.O.: Machel
Thiruvananthapuram – 695 571
Phone: 0471 2284027

**Trivandrum (Office only)**
Building No.53/372 (7), 53/372 (8)
Second floor, Golden Palace Plaza
Estate Road, Pappanamcode
Thiruvananthapuram – 695 018

### South – 3

**Bengaluru – 1**
Godown # 2, Survey No. 40
Laxmipura Village, Sakalavara Road,
Off. Bannerghata Road, Bengaluru – 560 083

**Bengaluru – 3**
Plot No.32, Peenya III Phase Industrial Area
Bengaluru – 560 058
Phone: 080 283 77778/283 77668

**Bengaluru++**
Survey No.250, Huchhegowdanapalya
T. Begur Gram Panchayat &
P.O.: Nelamangala Taluq
Bengaluru Rural Dist.: Karnataka – 562 123
Phone: 080 2773 3557

**Bengaluru - 2A**
Sy.No.56/4 (Old Sy.No.56/3) Malonagathihalli
Village
Kasaba Hobli, Nelamangala Taluk
Bengaluru Rural Dist. Karnataka – 562 123
Phone: 9243482067

**Bengaluru - 4**
Block 2, Survey No.209/2 & 209/4
Koralur Village, Hoskote Taluk
KASABA Hobli, Bengaluru Rural – 500 067

**Bengaluru (Office only)**
1st & 2nd floor, Building No.102, Meva
Plaza, R.V. Road, V. V. Puram
Bengaluru – 560 004

**Mangalore**
Survey No.44/1BP, 44/1BA, 44/2A2, 94, 98
Beside NH 66 Kulai Village
Mangalore – 575 014
Phone: 9249003523

**Mysore**
145/A, Belagola Industrial Area
Near Wipro Ltd.
Metagalli, Mysore – 570 016
Phone: 0821 249 6633/77

**Vijayapura**
Plot No.35/36/37 & 38, KIADB Industrial Area
Aliyabad Block, Vijayapura – 586 104
Phone: 08352295117

**Hubli**
Sy.No.11/1, Kotagondahunasi Village, Hubbali
Taluk, Dharwad District, Hubballi – 580 025

### West – 1

**Aurangabad**
C/o: Suman Plastics, Unit - II
Gut No.63/P, Dhule - Solapur Highway
Sahajpur, Taluka & Dist.
Aurangabad – 431 136
Phone: 9225304115

**Bhiwandi**
Building No.C-2, Gala No.1 to 5, Sumit
Logistic and Industrial Park
Kukse - Borivile Village
Mumbai Nashik Highway, Taluka - Bhiwandi
Dist. Thane – 421 302

**Chambur**
Blocks D & E, L.U., Gadkari Marg, Mahul
Chembur, Mumbai – 400 074

## Berger Paints India Limited — Depots & Offices (contd.)

### Goa
Inteloc-S1, Rhea-Estate, NH-17
Village Nuvem, Taluka Salcete
Dist.: South Goa, Goa – 403 604
Phone: 0832 279 1758/1959
Fax: 0832 2791 960

### Chakkan++
Survey No.300/1, Village Bhamboli
Near Chakan MIDC, Taluka - Raj Guru Nagar
(KHED), Dist.: Pune – 410 501
Phone: 92722 35567/97684 35260

### Vasai
Unit Nos.47, 48, 49 & 50, Apple Industrial Hub
Pelhar Naka WEH No.8
Near Tata Service Centre, Nallasopara East
Taluka - Vasai, Dist. Palghar – 401 208

### Kolhapur
345/16A, Hupari Road, Opposite Gudmudshing
MSEB Power Station, Gudmudshing
Taluka Karveer, Dist.: Kolhapur – 416 119
Phone: 0231 261 5755/5855/5955

### Mumbai (Office only)
804, Windfall, Sahar Plaza, J. B. Nagar
Andheri Kurla Road, Andheri (East)
Mumbai – 400 059
Phone: 022 2834 2001/2/3/4/5

### Nagpur
House No.419, Survey No.119, PH No.4
Near Dawale DTC, Nagpur (Rural), Lava
Nagpur – 440 023

### Nashik
Baphana Warehousing Gate No.2
Godown No.L1, Mumbai Agra Highway
Village Jaulke, Taluka: Dindori
Dist. Nashik – 422 202
Phone: 9607982101/02

### Pune
Gut No.1100, Near Divya Jivan Vatika Ashram
Pune Saswad Road, Wadki, Pune – 412 308

### Raigad **
Plot No.104/2A-1,2A-2,2B,2K, 4&6, Jasai
JNPT Road, (Nhava Sheva), Uran, Raigad
Maharashtra

** Raw Material Godown
++ Regional Distribution Centre

### Solapur
"Lonawat Arcade", Gate No.301/2B, Pune Road
At Post: Kondi, Taluka – North Solapur
Solapur – Pune Highway
Dist. Solapur – 413 006
Phone: 0217 235 7214

### Amravati
Survey No.4/3, Part, Mouja – Mhasla
Anjangaon Bari Road, Near Raisoni College
Amravati – 444 701

### Panvel
Warehouse No.435, at Survey No.146, 147 &
148, Ajivali Village, NH 4
Old Mumbai Pune Highway, Panvel – 410 207

### Jalgaon
2202/1, Near Tata Service Center
Jalgaon Nasirabad Highway, Jalgaon – 425 309

## West – 2

### Ahmedabad
Survey No. 298 and 300
Near Khodiyar Mata Temple
(Landmark-Concept Jeep Workshop)
Sanathal Cross Road, SP Ring Road
Village Sanathal, Taluka - Sanand
Dist. Ahmedabad – 382 210
Phone: 92272 54514/92272 54515

### Rajkot
Shreenathi Warehouse, Survey No.129
Near Prayag Industrial Estate
Rajkot Jamnagar Bypass, 150, Ft. Ring Road
Navagam Anandpar, Rajkot – 360 006
Phone: 90330 01757
(**To be shifted to:** Survey No 174/2/2
Ahmedabad Highway, Opp. Chandni Hotel
Maliyasan, Rajkot – 360 003)

### Surat
Survey No.8/A and 8/B
Next to Saraswati Vidyalay School
Gram Saniya Hemad, Surat
Gujarat – 394 210
Phone: 9227951500

### Vadodara
Survey No.497, 498, 499
Landmark - Near Hotel Silver Plate
Opp. GSFC Main Gate, Dasrath
Vadodara – 391 740
Phone: 63598 78130

## North – 1

### Ambala
Khasra No.64/23/1, 24/1, 18, 24/3, 25/2,
24/2, 16/2, 16/3, 17/1, 17/2
Revenue Estate, Village – Mohra,
Tehsil & Dist.: Ambala, Haryana – 133 004
Phone: 9896453139

### Ambala (Office only)
Survey No.178, Building No.180/1-3
Rai Market, Ambala Cantt
Phone: 92151 00410.

### Bhatinda
MCB-Z-8/02464, Gill Complex, Mansa Road
Near ITI Chowk, Bhatinda – 151 001
Phone: 0164 224 0239/1239

### Jalandhar
Vakiya Abadi, Near Nakodar Road
Village: Khambra, Dist.: Jalandhar – 144 026
Phone: 0181 279 1466/1467

### Jammu
1790/579, Ward No.4, Kikri Morh
Purmandal Road, Lower Bripur
Tehsil Bari Brahamna
Dist.: Samba – 181 133, Jammu
(Ward No.4, Kikri Morh Purmandal Road
Lower Birpur, Dist.: Samba – 181 133)

### Ludhiana
Property No.1838, Plot No.B-3 to B-8 & A-4,
Focal Point, Ludhiana – 141 010, Punjab

### Rohtak
Killa No.147/20, 147/19, Village Moja Bahu
Akbar Sirsa Road, Rohtak – 121 004

### Srinagar
Sutho Kathair Bagh, Tehsil-Chadoora
Dist.: Budgam, Srinagar – 15
Phone: 0194 231 5050/5051



## Berger Paints India Limited — Depots & Offices (contd.)

### Zirakhpur
Khasra No.725-729, Village Nabha
Zirakpur Patiala Road
Opposite Hotel Radisson, SAS Nagar
Zirakhpur – 140 603, Punjab
Phone: 01762 295378

## North – 2

### Bikaner
Plot Nos. F-210 and F-211, Karni Industrial Area,
Phase-2nd, Near Pugal Road Flyover
Bikaner, Rajasthan – 334 004
Phone: 0151 297 0034/37 & 225 0085

### Jaipur (Office only)
Plot. No. 114A-115A, Jhotwara Industrial Area
Jhotwara, Jaipur – 302 012
Phone: 0141 234 4054/4213/4162
Fax: 0141 234 4054

### Jaipur – 2
F-560-596, Road No.6
Vishwakarma Industrial Area (VKIA)
Jaipur – 302 013
Phone : 6291322832/9214012119

### Jodhpur
Plot No. G-121, (A, E & F), M. I. A. Basni II Phase
Near Poorva Hospital, Jodhpur – 342 003
Phone: 0291 274 4262/4792/0499

### Kota
A-263(C), Indraprastha Industrial Area
Kota, Rajasthan
Phone: 0744 2490168

### Udaipur
Plot No.1, Khasra No.1279-1284
Revenue Village, Nela Savina, Tehsil Girwa
Udaipur – 313 002, Rajasthan
Phone: 9251021606, 9351817901

## Central – 1

### Delhi (Office only)
Office No. 29, 1st floor, "C" Block, DDA Market
Yojana Vihar, Delhi – 110 092
Phone: 011 2215 9010/11/25

### Faridabad
Plot No. 40, Sector-6, Faridabad – 121 006
Phone: 78388 38148/75960 03970

### Faridabad-2
Building No. 2, Killa 3, 4, 7, 8, 13, 14/1, 17, 2,
18, 23, 24/1, 26 Rectangle 31, Kh. 346/385
Rectangle 23, Killa 4/2/1, 7/2/2/2 Sector 145
Village Seekri, Tehsil Ballabgarh
Faridabad – 121 004

### Noida
Khasra No.512, Surajpur, Near Gurudwara
Greater Noida, Gautam Budh Nagar
Uttar Pradesh – 201 306
Phone : 70091 01881

### Janakpuri
Plot No. B-2 & B-3, A-1B Market, Block A-1
Pankha Road, Janakpuri, New Delhi – 110 058
Phone: 011 2562 3741/3742
Fax: 011 2554 8654

### Mandoli
Godown No. JR-2 & JR-10, JR Complex
Gate No.1, Sewadham Road, Mandoli
Delhi – 110 093
Phone: 011 2234 1422/2255

### Mundka ++
Khasra No.89/3 (2-19), 4(4-16), 89/7, (4-16)
8(5-13), 13(4-10), 14(4-6), Village - Tikri Kalan
Mundka, New Delhi – 110 041
Phone: 09560455401

### Okhla
D-14/2, Okhla Industrial Area, Phase-II
New Delhi – 110 020
Phone: 011 2638 3772/6008/3258

### Punjabi Bagh
102 & 103 DDA Transport Centre
New Rohtak Road, Punjabi Bagh
New Delhi – 110 035
Phone: 011 2831 2460/2461/6922/6933
Fax: 011 2831 3880

### Rithala
Khasra No. 915-916, Guleria Complex
Rithala Village, New Delhi – 110 085
Phone: 011 2705 6582/584/585

### Gurgaon
Kataria Complex, Khasra
No.10947/7283/2918/1 & 2
Daultabad Road, Industrial Area
Gurgaon – 122 001
Phone: 0124 225 5471/72/73

### Gurgaon Office
2nd floor, Khasra No.10947/7283/2918/2,
Kataria Complex, Daultabad Road
Industrial Area, Gurgaon – 122 001, Haryana
Phone : 09212 717196

## Central – 2

### Agra
C-9, Site-C, UPSIDC, Industrial Area
Sikandra, Agra – 282 007
Phone: 05622531422, 92196 311688

### Bareilly
Clutter Buck Ganj, Opp. GTI 7th Km. Stone
Bareilly – 243 502, Uttar Pradesh
Phone: 0581 256 0340/0940

### Devla ++
Khasra No. 09, Gulistanpur, Surajpur Dadri
Road/I.C.D. Dadri Gulistanpur Road
Near IOC Petrol Pump, Devla Greater
Noida – 201 306
Phone: 98732 97507

### Ghaziabad
Cloud-9 Resort, Opposite Uttam Toyota
Meerut Road, Ghaziabad – 201 003
Phone: 0120 640 2043/44

### Moradabad
Khasra No.2540, 2541, 2553, 2554, 2555,
2557, 2558, 2559, 2560 and 2583, Lakhari
Fazalpur Industrial Area, Opp. Islam Export
Near Delhi Mini Bye Pass Road
Moradabad – 244 001
Phone: 9045018036

### Meerut
44/257, Rithani, Delhi Road
Meerut – 250 103

++ Regional Distribution Centre

## Berger Paints India Limited — Depots & Offices (contd.)

**Dehradun**
Khasra No.75/3 & 77/4, Mohabewala Industrial Area, Saharanpur Road
Dehradun – 248 002

**Haldwani**
C/o: Vintage Green Marriage Lawn
Village - Jeet Pur Negi
Rampur Road, Haldwani, Dist: Nainital
Uttarakhand – 263 139
Phone : 05946-293144, 9068547532

**Aligarh**
C/o: U P State Warehousing Corporation
Godown No.259 & 260 at 517 and 5/2
Bima Nagar, Aligarh – 202 001

**Aligarh Office**
K.No.37, Darshan Vihar
Behind Fortune Hotel, G T Road
Aligarh – 202 001

### Central – 3

**Allahabad**
Khasra No.54, Chakrana Tiwari, Arail
Tehsil - Karchana, Near Chaka Block Hospital
CO Road, Allahabad – 211 008
Phone: 075230 84888

**Gorakhpur**
NH-28, Gorakhpur-Lucknow Road
Village Hariya/Ekdanga, Post: Baharampur
Gorakhpur - 273 010

**Haridwar**
Khasra No.11,Village Sultanpur Majri
Bahadrabad, Haridwar – 249 402
Mobile: 070600 05163/070600 07153

**Jhansi**
Khasra No.467, Mauja-Bijauli
Rajgarh Lalitpur Road, Opp. PAC
HQ - Gate No.3, Jhansi
Uttar Pradesh – 284 135
Phone: 7525037038

**Rudrapur**
Industrial Plot No. 46, Land No.453 & 454
PO: Bhagwara, Kicha Road
Rudrapur - Udham Singh Nagar
Tehsil Rudrapur, Dist: Udham Singh Nagar
Uttarakhand – 263 153
Phone: 82181 37211

**Sitapur**
C/o: Singhania Agro Industries Pvt. Ltd.
Village Ram Nagar, Sitapur - Hardoi Road
Sitapur – 261 001, Uttar Pradesh
Phone: 9519978333/9519973444

**Kanpur**
Plot No.418, 419 & 420, Bhaunti Station Road
Tahsil: Bhimsen, Kanpur Nagar
Uttar Pradesh – 209 305
Phone: 75250 37037

**Lucknow**
389, Vill. Ahmedpur URF Kamalapur, Post Mati
Bijnore - Sisendi Road, Lucknow – 226 002
Phone: 0522 2320 431 / 434 / 419

**Lucknow (Office only)**
Ground,1st & 2nd floor, B-22, Sector-B, Aliganj
Lucknow – 226 024
Phone: 0522 232 0431/434/419

**Varanasi**
Arazi No.70 KH, 81, 84 & 85 on NH-2,
Mauza Gaon - Jagatpur
Opposite - Jagatpur Degree College
Varanasi – 221 302
Phone : 7521801838 / 9235617078

**Faizabad**
C 13, 14 & 15, Industrial Area, Site No.1
Haripur. Jalalabad LKO Road, Faizabad
Ayodhya – 224 001

### Central – 4

**Bhopal**
Khasra No 111/1/1/2/5
Landmark – Reshumrao Hotel, PH No 21
RI No 2, Village Aadampur Chawni
Gram – Aadampur, Tehsil Huzur
Dist.: Bhopal – 462 021, Madhya Pradesh
Phone: 099260 11445/078699 29587
(**Being shifted to:**
Warehouse Shed No. 03, 02 and 01
Khasra No. 268, (Old Khasra No.111/1/1)
Village: Chhawni Pathar
Near Reshamrao Hotel, Aadampur
P.H. No. 21, R.I. No. 2 Bhopal – 462 022)

**Gwalior**
Survey No. 1610, Beside Saroj Fuel Shoppe
(BPCL Petrol Pump)
Near Vicky Factory Cross Road
Jhansi Road, Gwalior – 474 001
Phone: 73548 81101/92356 00341

**Indore**
Survey No.398, 399 & 400/2
Patwari Halka No.25
Next to Supremo Warehouse, Badia Keema
Nemawar Road, Indore
Madhya Pradesh – 452 016

**Indore (Office only)**
707, Seventh floor, Metro Tower
Plot No.B-2, Scheme No.54, P. U. – 4
Commercial Sector, Indore – 452 010
Madhya Pradesh

**Jabalpur**
134/1, 141/1, Gram: Oriya
Katangi Damoh Road, Near Katangi Bypass
Jabalpur – 482 002

**Raipur**
G D Warehousing, Warehouse No.10
Behind Raika Rolling Mill, Ring Road
No. 2, Gondwara, Raipur – 493 221
Chattisgarh
Phone: 0771 661 6601/3/5/614/619

## iTrains

**Punjabibagh**
102 & 103, DDA Transport Centre
New Rohtak Road, Punjabi Bagh
Delhi - 110035

**Gurgaon**
Kataria Complex, Laxman Vihar
Gurgaon, Sec 3A, Near Daulatabad
Flyover, Haryana -122001

**Ghaziabad**
Cloud 9, Resort Opposite Naveen Hospital
Meerut Road, Ghaziabad - 201003

**Sandila**
Allotment of Suit No.9,10,11,12, &
Hall field, Hostel Building
I.A. Sandila, Phase-1, Dist. Hardoi, U.P.

**Lucknow**
A1/18, Sector-B, Aliganj
Lucknow - 226024, U.P.

**Dehradun**
1st Floor, Doon Guest House Building
Transport Nagar, Saharanpur Road
Dehradun - 248001

**Kolkata**
6 South Canal Road
RCC Institute of Technology Compound
Kolkata - 700015

**Guwahati**
Hanuram Boro Path, Kachari Basti, Dispur
Guwahati -781005, Assam

**Patna**
Nirmala Complex, Opp. Amit Hotel
Vishnupuri, Bypass Road, Anishabad
Patna – 800002

**Jamshedpur**
Main Road Bistupur, Mrs. K.M
P.M Inter College Campus, Jamshedpur
Jharkhand – 831001

**Bhubaneswar**
Plot No -1674/3705, Puri,N.H Bye Pass
Kesura, Khorda – 751006

**Jallandhar**
Vakiya Abadi Near Nakodar Road
Village – Khambra
Dist. Jalandhar – 144026

**Zirakpur**
Khasra No.725-729, Village Nabha
Zirakpur, Patiala Road
Opposite Hotel Redisson, Zirakpur
SAS Nagar, Punjab – 140603

**Faridabad**
Plot No. 40, Sec-6
Faridabad – 121006, (Haryana)

**Jaipur**
114-115 A Jhotwara Industrial Area
Jhotwara, Jaipur – 302012

**Hyderabad**
Door No.10-10/21.Opp. SBI, Beside
Hyundai Show Room, Gayatri Nagar
Jillelaguda, Hyderabad – 500079

**Vijaywada**
Door No. 7-29, Sri Sai Baba Nilayam
Opp. To Sai Baba Temple, Ramavarappadu
Vijayawada, Andhra Pradesh – 521108

**Cochin**
Door No III/835C, 1st floor, Valiyara
Chambers, K K Road, Chembumukku
Cochin – 682021

**Calicut**
Door No. XV/517B, Parammal Junction
NH Bye Pass Road, Azhinjilam
Malappuram – 673632

**Kottayam**
Cement Junction
Opposite Vision Honda Showroom
Nattakom P.O: Kottayam, Kerala – 686013

**Thrissur**
Building No. 4/291-3, 4/291-4
1st floor and 2nd floor, Trinity Building
Paravattani, Kalathode, Thrissur
Kerala – 680655

**Trivandrum**
Building No.54/372 (7), 53/372(8)
Third Floor, Golden Palace Plaza
Estate Road, Pappanamcode,
Trivandrum – 695 018

**Chennai**
No 75,1st floor TASS industrial
Ambattur Estate, Chennai – 600098

**Tirunelveli**
3rd Floor,Vijay Tower
Thiruchendhur Main Road, Palayamkottai
Tirunelveli, Tamilnadu – 627 002

**Pondicherry**
No:8, Main Road, Gnapragasam Nagar
Pondicherry – 605008

**Trichy**
New No : 1/231, Old No: 1/175-B
Thayanur Main Road, Punganur Panchayat
Srirangam Taluk, Tiruchirappalli – 620009

**Bangalore**
No 97, Above Chandan Agencies
3rd Floor, Near Lalbagh West Gate
Opp Lalbagh Metro Station
R.V.Road,V.V.Puram, Bangalore – 560004

**Pune**
2nd floor, Shanti Chambers, Chafekar
Chowk, Oppsoite of Chinchwad Police
Station, Pimpri Chinchwad, Pune – 411033

**Ahmedabad**
Elite Magnum
Office No . 901 & 902, 9th floor
Opp. Utsav Elegance
Near Bhuyangdev Cross Road
Bhuyangdev, Ahmedabad – 380061

**Surat**
Balaji House, Near Ambe Mata Temple
Makkai Bridge Road, Adajan Patiya
Surat – 395009

## British Paints Division

### Depots

**West Delhi**
Khasra No.87/20, Village Ghevra
Mundka, Delhi – 110 041
Phone: 9015554160
Email: westdelhi@britishpaints.in

**South Delhi**
Khasra No. 407
Near Raja Polutry Farm
Sultanpur, New Delhi – 110 030
Phone: 9015554164, 9205855958
Email: southdelhi@britishpaints.in

**East Delhi**
Godown No. MJ-11, J.R.Complex
Mandoli, Delhi – 110 093
Phone: 9654031071
Email: eastdelhi@britishpaints.in

**Ghaziabad**
C-122, Gram Shahpur, Bamheta
Industrial Area, Distt: Ghaziabad
Uttar Pradesh – 201 002
Phone: 9313872959
Email: ghaziabad@britishpaints.in

**Kanpur**
84/1-B, Fazalganj
Industrial Area, Kanpur – 208 012
Phone: 07668074913, 9310246973
Email: kanpur@britishpaints.in

**Allahabad**
623-624, Transport Nagar
Allahabad – 211 011
Phone: 05122230014/7668074987
Email: allahabad@britishpaints.in

**Agra**
Khasra no 1994, Rashmi Kunj
Kalindi Vihar, Agra – 282006
Phone: 9837481803
Email: agra@britishpaints.in

**Gorakhpur**
Khatta No. 337/162
Village Chhapiya, Khajni Road
Naushad, Gorakhpur – 273 016
Phone: 766 8074844
Email: gorakhpur@britishpaints.in

**Varanasi**
Plot No.26I, Village Karnadadi,
Tehsel Raja Talab, Varansi-221302
Phone: 0542-2372278 /
7668074578
Email: varanasi@britishpaints.in

**Faridabad**
SSI Plot No.-20, NH-5, NIT
Faridabad – 121 001
Phone: 0129-4037440
Email: faridabad@britishpaints.in

**Gurgaon**
2nd Milestone, Killa No. 6/25
Basai Road, Krishan Nagar
Gurgaon (HR) – 122 001
Phone: 9560366236
Email: gurgaon@britishpaints.in

**Panipat**
Khasra Number 47, Village Pasina
Kalan, District: Samalkha, Panipat
Haryana – 132 103
Phone: 9541209805/8199000961
Email: panipat@britishpaints.in

**Haldwani**
Opposite Kattha Factory
Devalchaur Kham, Rampur Road
Haldwani, Distt.: Nanital
Uttarakhand – 263 139
Phone: 9899174164
Email: haldwani@britishpaints.in

**Dehradun**
238, Mohabewala Saharanpur Road
Near Sai Baba Mandir, Dehradun
Uttarakhand – 248 001
Phone: 766913 8409
Email: dehradun@britishpaints.in

**Zirakpur**
Khata No.205/208
Khasra No.15/2/1, Hadbast No.234
Chandigarh, Zirakpur Highway
Opp. Jai Mata Marble, Zirakpur
Near Ramada Hotel
Tehsil- Dera Bassi, Dist. S.A.S Nagar
Mohali – 140 603
Phone: 01762-527112-13-14
Email: mohali@britishpaints.in

**Amritsar**
Khasra No.1301
Opposite Chatwal Petrol Pump
G.T Road, Sultanwind
Near Tarawala Pull, Amritsar
Phone: 9569360416
Email: amritsar@britishpaints.in

**Ludhiana**
B-23-2581/10, Industrial Area-A
R.K. Road, Ludhiana – 141 003
Phone: 9569754425
Email: ludhiana@britishpaints.in

**Jalandhar**
Asiatic Compound
Usha Dharma Kanta
Basti Bawa Khel, KPT Road
Jalandhar – 144 021
Phone: 93241 35319, 9569652492
Email: jalandhar@britishpaints.in

**Jammu**
Ground Floor, Phase -3
Near Nidra Showroom Industrial Area
Gangyal, Jammu – 180 010
Phone: 09596776481
Email: jammu@britishpaints.in

**Srinagar**
Ground Floor, Khasra No.1578
Khevat No. 44, Shiekh Complex
Opp. Shuhul Automobiles
Pharoo Road, NR- NH-1A, Nowgam
By-pass, Srinagar – 190 015
Phone: 9419146158, 9858438818
Email: srinagar@britishpaints.in

**Guwahati**
Opp. B.P Petrol Pump
Near Lakhra Charali, NH-37
Post Office: Saukuchi
Guwahati, Assam – 781034
Phone: +919707019990
Email: guwahati@britishpaints.in

**Silchar**
C/o Kay Dee Cold Storage Pvt Ltd
Ramnagar, Opposite: ISBT Silchar
Cachar, Assam – 788 003
Phone: 8882242014
Email: silchar@britishpaints.in

**Agartala**
Dhaleswar Road No.-1, Agartala
Tripura (W) – 799 007
Phone: 0381 2302244/8881848838
Email: agartala@britishpaints.in

**Patna**
Plot No. 369, Patel Colony Road
West Transport Nagar
Patna – 800 026
Phone: 9999116827, 9999116830
& 7678174817
Email: patna@britishpaints.in

**Muzaffarpur**
Khata No. 179, Khasra No. 260 & 261
Mansurpur Chamarua, Near Pakhri
Rewa Road, P.O.: Chamarua
P.S: Karja, Block Marwan
Distt. Muzaffarpur – 843 113
Phone: 7678175386/8595940300
Email: muzaffarpur@britishpaints.in

**Ranchi**
R.S Plot No. 543, 544, 545
Khata No.44,109 & 55
Village Tetri, P.S. Namkum
District Ranchi, Jharkhand – 834 010
Phone: 9304173252 & 9999116805
Email: ranchi@britishpaints.in

**Pune**
Krushnai Warehouse, Sr.No. 43/2/2
Manterwadi, Uruli Devachi
Tal. Haveli, Dist.: Pune – 412 308
Phone: 7620653711
Mob: 9325181849
Email: pune@britishpaints.in

**Nasik**
Baphana Werehousing Pvt Ltd
Gate No 103, Ambe Hills
Mumbai Agra Road, Village Jaulke
Tal. Dindori, Dist.: Nashik – 422 206
Phone: 7620653714
Email: nasik@britishpaints.in



## British Paints Division (contd.)

**Mumbai**
Plot No.-A 784, TTC Industrial Area
Khairane, Khairane Belapur Road
Navi Mumbai – 400 710
Phone: 9320933850 / 9324134327
Email: mumbai@britishpaints.in

**Kolhapur**
131/3 Desai Panand Sangli Phata
at Post Shiroli (Pulachi)
Taluka Hatkanangle, Distt.: Kolhapur
Maharasthra – 416 122
Email: kolhapur@britishpaints.in

**Ahmedabad**
Godown No.7, Jamnagar Estate
Behind Alfa Hotel, N.H. No.8
Aslali, Ahmedabad – 382 427
Phone: 8882261456, 8882261462
& 9824363491
Email: ahmedabad@britishpaints.in

**Baroda**
Industrial Casting Block No. 4/26
BIDC Industrial Estate
Gorwa Road, Baroda – 390 016
Phone: 8882241882 & 8920246178
Email: baroda@britishpaints.in

**Rajkot**
Anand Logistic & Commercial Park
Godown No.09, Gam Sokkhda
Survey No.97, Tal. District Rajkot
Near Sat Hanuman, New 150
Ft Ring Road, Behind Transport
Nagar, Rajkot Jamnagar By
Pass Road, Rajkot, Gujarat
Phone: 8920246595
Email: rajkot@britishpaints.in

**Indore**
Dewas Naka, Behind Agarwal
Tolkata, Lasudia, Mori
Indore – 452 010
Phone: 9300343559/9907998897
Email: indore@britishpaints.in

**Bhopal**
Khasra No. 270, Adampur Chawni
Raisen Road, Bhopal-462021
Phone: 07060317060
Email: bhopal@britishpaints.in

**Katni**
Maihar Road, N.H. 7
Chaka Satguru Dharamkata Premises
Katni (MP) – 483 501
Phone: 08920247392
Email: katni@britishpaints.in

**Raipur**
GD Warehousing, Ring Road No.2
Opp. Reliance Petrol Pump
Gondwara, Raipur
Chattishgarh – 493 221
Phone: 0771 – 4000640
Email: raipur@britishpaints.in

**Bilaspur**
Kharsa No-487/1,487/2
Raipur Main Road, Near High Court
Bodri, Bilaspur, Chattishgarh
Phone: 8602192685
Email: bilaspur@britishpaints.in

**Hyderabad**
3-13-142/404 on Plot No 404 & 405
Gokul Nagar, Mallapur, Under GHMC
Kapra Circle, Uppal Mandal
Medchal, Malkajgiri District
Telangana – 500 076
Phone: 9397020914, 70613 84654
Email: hyderabad@britishpaints.in

**Tirupati**
11-15, 3rd Main Road Extension
Industrial Estate, Opp: CRS Gate
Renigunta Road, Tirupati
Andhra Pradesh – 517 506
Phone: 9989210030, 9963918862
Email: tirupati@britishpaints.in

**Vijaywada**
Plot No.77, Jawajar Auto Nagar
Vijayawada – 520007
Andhra Pradesh
Phone: 9866711786
Email: vijaywada@britishpaints.in

**Anantapur**
Sr. No. 42-2, Beside Prajashakthi
Publishers, Old VRL Godown
Bellary Road, Papampeta
Anantpur – 515 001
Phone: 9113904785
Email: anantapur@britishpaints.in

**Cochin**
Building No. 18/ 383/B
(Old No. 6/296/D), Nadakkaparmbil
Binarnipuram, P.O. Edayar
Cochin – 683 502
Phone: 8590059083, 9349270295
Email: cochin@britishpaints.in

**Thrissur**
3/293 Near Jerusalem Retreat
Center, Thalore P. O.
Thrissur – 680 306, Kerala
Phone: 8881848834
Email: thrissur@britishpaints.in

**Calicut**
Building No. 17/678
(Old No. 9/156/D), Olavanna Bazar
Olavanna P.O., Calicut – 673 019
Phone: 8590059084
E-mail: calicut@britishpaints.in

**Trivandrum**
16/78B Parameswaram, Mudakkal
P. O. Venjarammoodu, Trivandrum,
Kerala – 695 103
Phone: 82870 70018
Email: trivandrum@britishpaints.in

**Bengaluru**
219, 11th Main, 2nd Cross
3rd Phase, Peenya Indutrial Estate
Bengaluru – 560 058
Phone : 8088640704
Email : blore@britishpaints.in

**Hubli**
Shine Industries, Plot No. N/13
IInd Cross, Industrial Estate
Gokul Road, Hubballi – 580 030
Phone: 8197117101
Email: hubli@britishpaints.in

**Jaipur**
A-145, Jagdamba Nagar
Behind Herapura Power House
Near Dasshera Maidan
Jaipur – 302 024
Phone: 8824263127, 7877509255
Email: jaipur@britishpaints.in

**Kota**
M/s. S.S. Industries, E-28
Industrial Area, Opp Multimetals
Kota – 324 007 (Rajasthan)
Phone: 9413440301
Email : kota@britishpaints.in

**Udaipur**
Plot No.1 Khasra No.1279-1284
Revenue Village, Nela Savina
Tehsil Girwa, Udaipur – 313002
Phone: 8302212037, 9079697729
Email: udaipur@britishpaints.in

**Dibrugarh**
Dag No 395, Patta No-126 of Village
Kuchiyakhana Gaon under Mouzza
Mancotta Kahnikar
District: Dibrugarh, Assam – 786010
Phone: 8595940299
Email: dibrugarh@britishpaints.in

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