

U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)
Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144
(Formerly known as U. K. Paints (India) Limited)

Date: 09.01.2026

To,

The Securities and Exchange Board of India
SEBI Bhawan, Plot No C4 -A, G Block,
Bandra-Kurla Complex, Bandra East, Mumbai-400051

Dear Sir/ Ma'am,

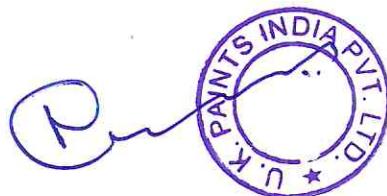
Subject: Report under Regulation 10(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the acquisition of registered ownership of equity shares of Berger Paints India Limited, pursuant to the scheme of amalgamation.

Reference: Target Company [Berger Paints India Limited (CIN: L51434WB1923PLC004793)], ISIN INE463A01038.

In compliance with the provisions of Regulation 10(1)(a)(iii) read with Regulation 10(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), We, **U K Paints (India) Private Limited** having office at 2nd Floor, Shopping Arcade, Malibu Town, Sohna Road, Sec-47, Gurugram, Haryana-122018, Member of the Promoter Group of Berger Paints India Limited ("Target Company"), hereby submit the report in the specified format under Regulation 10(7) of the Takeover Regulations, in respect of the acquisition of registered ownership of 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of the Target Company ("Subject Shares"), that has been undertaken pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission ("JFSC") vide approval letter dated 24th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh ("Tribunal") vide order dated 23rd May 2025 ("Order"), in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended.

The effective date of the Scheme is 14th July 2025.

The respective intimations in respect of the aforementioned acquisition under Regulation 10(5) and Regulation 10(6) of the Takeover Regulations have already been filed with the stock exchanges on 20.12.2025 and 02.01.2026.





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Further, the requisite fee of Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand only) plus applicable taxes as prescribed under Regulation 10(7) of the Takeover Regulations has been paid online on 07.01.2026. A copy of the payment receipt is annexed to this report.

Kindly take on record the above submission and acknowledge the same.

Thanking You,

For U K Paints (India) Private Limited


PAINTS INDIA PVT. LTD
Naveen Choudhary
Whole-Time Director
DIN: 00194483

Date: 09.01.2026

Place: New Delhi

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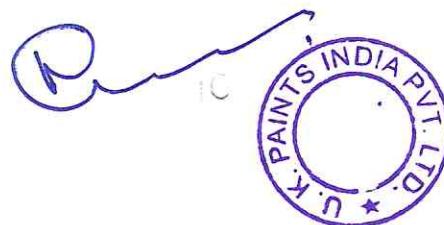
(Formerly known as U. K. Paints (India) Limited)

Encl.: As below

| S. No. | Particulars | Annexure No. |
|--------|---|--------------|
| 1 | Report under Regulation 10(7) of the Takeover Regulations. | A |
| 2 | Receipt of Payment made to Securities and Exchange Board of India (SEBI). | B |
| 3 | Report filed with the stock exchanges as per Regulation 10(5) of the Takeover Regulations. | C |
| 4 | Report filed with the stock exchanges under Regulation 10(6) of the Takeover Regulations. | D |
| 5 | Certified copy of the Order of the Hon'ble Tribunal sanctioning the Scheme along with a copy of the Scheme and letter dated 24 th October 2024 issued by JFSC confirming the Scheme. | E (Colly.) |
| 6 | Copies of disclosure filed under Regulation 29(2) of the Takeover Regulations. | F (Colly.) |

Copy of report to –

| | |
|--|--|
| To, The Department of Corporate Services, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 509480 | To, The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: BERGEPAINT |
| To, The Listing Department The Calcutta Stock Exchange Ltd. 7 Lyons Range, Kolkata - 700001 Scrip Code: 12529 | To, The Company Secretary Berger Paints India Limited Regd. Office: Berger House 129, Park Street, Kolkata, West Bengal, India, 700017 Email: arunitoganguly@bergerindia.com |



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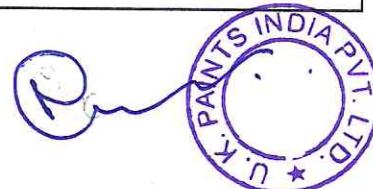
CIN : U24222HR1979PTC098144

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Annexure-A

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | |
|--|---|
| 1. General Details | |
| a. | <p>Name, address, telephone no., e-mail of acquirer (s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond}.</p> <p>Name: U K Paints (India) Private Limited ("Acquirer") Address: 2nd Floor, Shopping Arcade, Malibu Town, Sohna Road, Sec-47, Gurugram, Haryana-122018. Telephone No.: 29240394-6 E-Mail Id: cs@ukpaints.co.in</p> |
| b. | Whether sender is the acquirer (Y/N) |
| c. | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization). |
| d. | Name, address, Tel no. and e-mail of the sender, if sender is not the acquirer. |
| 2. Compliance of Regulation 10(7) | |
| a. | Date of report |
| b. | <p>Whether report has been submitted to SEBI within 21 business days from the date of the acquisition.</p> <p>[Date of Acquisition is 29.12.2025 & Due date of filing of report under Regulation 10(7) to SEBI is 28.01.2026. Report filing date is 09.01.2026, which is within the due date].</p> |
| c. | Whether the report is accompanied with fees as required under Regulation 10(7). |



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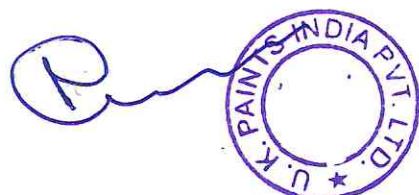
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| | | |
|--|---|--|
| 3. Compliance of Regulation 10(5) | | |
| a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition. | <p>Yes</p> <p>As per Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), information about the proposed acquisition was given by the Acquirer to all the stock exchanges where the shares of the Target Company are listed on 20.12.2025 i.e., at least 4 (four) working days before the date of the proposed acquisition.</p> <p>A copy of the report filed with the stock exchanges as per Regulation 10(5) of the Takeover Regulations, is enclosed herewith as Annexure-C.</p> |
| b. | Date of Report | 20.12.2025 |
| 4. Compliance of Regulation 10(6) | | |
| a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition. | <p>Yes</p> <p>As per Regulation 10(6) of the Takeover Regulations, information about the aforesaid acquisition was given by the Acquirer to all the stock exchanges where the shares of the Target Company are listed on 02.01.2026 i.e., within 4 (four) business days after the date of the acquisition.</p> <p>A copy of the report filed with the stock exchanges as per Regulation 10(6) of the Takeover Regulations, is enclosed herewith as Annexure-D.</p> |
| b. | Date of Report | 02.01.2026 |
| 5. Details of the Target Company (TC) | | |
| a. | Name & address of TC | <p>Name: Berger Paints India Limited</p> <p>Address: Berger House 129, Park Street, Kolkata, West Bengal - 700017.</p> |
| b. | Name of the Stock Exchange(s) where the shares of the TC are listed. | <ul style="list-style-type: none"> ▪ BSE Limited [Scrip Code: 509480] ▪ National Stock Exchange of India Limited [Symbol: BERGEPAINT] ▪ The Calcutta Stock Exchange Ltd [Scrip Code: 12529]. |



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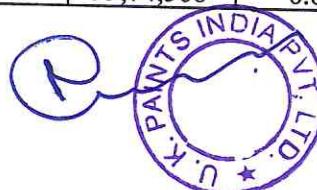
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| 6. Details of the acquisition | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------------------------------------|---|------------------------|-----------------------------------|-----------------------|--|---------------|-----------------------------------|--------------|-----------------------------------|------------------|--|--|--|---------------------------------------|--------------|-------|--------------|--------------|--|--|--|---------------------|-----------|------|-----------|--|--|--|------|
| a. | Date of acquisition | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| b. | <p>29.12.2025</p> <p>Nil, since the acquisition has been undertaken pursuant to the scheme of amalgamation ("Scheme") amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission ("JFSC") vide approval letter dated 24th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh ("Tribunal") vide order dated 23rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended.</p> <p>Certified copy of the Order of the Hon'ble Tribunal sanctioning the Scheme along with a copy of the Scheme and letter dated 24th October 2024 issued by JFSC confirming the Scheme, are enclosed herewith and marked as Annexure-E (Colly.).</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c. | <p>Regulation which would have been triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5).</p> <p>Regulation 3(2) of the Takeover Regulations.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| d. | <p>Shareholding of acquirer/s and PACs individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)</p> <table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th><th colspan="2">After the acquisition</th></tr> <tr> <th>No. of Shares</th><th>% w.r.t total share capital of TC</th><th>No. of Share</th><th>% w.r.t total share capital of TC</th></tr> </thead> <tbody> <tr> <td colspan="2">Acquirer:</td><td colspan="2"></td></tr> <tr> <td>1. U K Paints (India) Private Limited</td><td>58,40,35,478</td><td>50.09</td><td>75,28,23,616</td></tr> <tr> <td colspan="2">PACs:</td><td colspan="2"></td></tr> <tr> <td>2. KSD Family Trust</td><td>99,74,568</td><td>0.86</td><td>99,74,568</td></tr> <tr> <td></td><td></td><td></td><td>0.86</td></tr> </tbody> </table> | Before the acquisition | | After the acquisition | | No. of Shares | % w.r.t total share capital of TC | No. of Share | % w.r.t total share capital of TC | Acquirer: | | | | 1. U K Paints (India) Private Limited | 58,40,35,478 | 50.09 | 75,28,23,616 | PACs: | | | | 2. KSD Family Trust | 99,74,568 | 0.86 | 99,74,568 | | | | 0.86 |
| Before the acquisition | | After the acquisition | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| No. of Shares | % w.r.t total share capital of TC | No. of Share | % w.r.t total share capital of TC | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Acquirer: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. U K Paints (India) Private Limited | 58,40,35,478 | 50.09 | 75,28,23,616 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| PACs: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. KSD Family Trust | 99,74,568 | 0.86 | 99,74,568 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | 0.86 | | | | | | | | | | | | | | | | | | | | | | | | | | |



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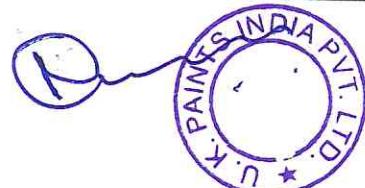
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| | | | | | | |
|-----------------------------------|--|---|-----------------------------------|-----------------------|-----------------------------------|--|
| 3. | GBS Dhingra Family Trust | 70,94,019 | 0.61 | 70,94,019 | 0.61 | |
| 4. | Kuldeep Singh Dhingra | 66,18,085 | 0.57 | 66,18,085 | 0.57 | |
| 5. | Gurbachan Singh Dhingra | 53,38,665 | 0.46 | 53,38,665 | 0.46 | |
| 6. | Vinu Dhingra | 46,78,041 | 0.40 | 46,78,041 | 0.40 | |
| 7. | Meeta Dhingra | 11,99,998 | 0.10 | 11,99,998 | 0.10 | |
| 8. | Kanwardip Singh Dhingra | 8,40,000 | 0.07 | 8,40,000 | 0.07 | |
| 9. | Anshana Sawhney | 7,20,000 | 0.06 | 7,20,000 | 0.06 | |
| 10. | Jessima Kumar | 7,20,000 | 0.06 | 7,20,000 | 0.06 | |
| 11. | Rishma Kaur | 7,20,000 | 0.06 | 7,20,000 | 0.06 | |
| 12. | Sunaina Kohli | 7,20,000 | 0.06 | 7,20,000 | 0.06 | |
| 13. | Dipti Dhingra | 1,58,054 | 0.01 | 1,58,054 | 0.01 | |
| 14. | Citland Commercial Credits Ltd | 3,70,98,790 | 3.18 | 3,70,98,790 | 3.18 | |
| 15. | Wang Investment and Finance Pvt Ltd | 3,59,82,696 | 3.09 | 3,59,82,696 | 3.09 | |
| 16. | Bigg Investments And Finance Private Limited | 95,42,904 | 0.82 | 95,42,904 | 0.82 | |
| 17. | Jenson & Nicholson (Asia) Limited | 16,87,88,138 | 14.48 | - | - | |
| e. | Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) | Before the acquisition | | After the acquisition | | |
| | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC | |
| Name(s) of the seller(s): | | | | | | |
| Jenson & Nicholson (Asia) Limited | | 16,87,88,138 | 14.48 | - | - | |
| 7. | Information specific to the exemption category to which the instant acquisition belongs Regulation 10(1)(a)(iii) | | | | | |
| a. | Provide the names of the seller/s | Jenson & Nicholson (Asia) Limited | | | | |
| b. | Specify the relationship between the acquirer/s and the seller/s. | The seller is a wholly owned subsidiary of the Acquirer. | | | | |
| c. | Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations. | It is hereby confirmed that the Acquirer and the seller satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations. | | | | |
| d. | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such | The equity shares of the Target Company are frequently traded. The volume-weighted average market price of such equity shares for a period of 60 | | | | |

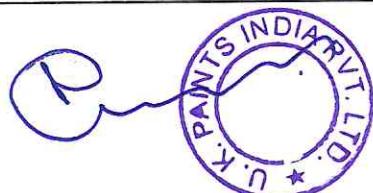


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| | | |
|----|---|--|
| | shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | (sixty) trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the Target Company is listed is Rs. 546.63 per equity share. |
| e. | If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | Not Applicable, as the equity shares of the Target Company are frequently traded. |
| f. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable. | Not Applicable, as the acquisition has been undertaken without any consideration (as mentioned in sl no. 6(b) above). |
| g. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | Yes, the disclosure of the aforesaid acquisition was made under Regulation 10(5) of the Takeover Regulations to all the stock exchanges where the Target Company is listed. Date of filing of declaration under Regulation 10(5) of the Takeover Regulations is 20.12.2025. |
| h. | Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same. | It is hereby declared that the Acquirer and the seller have complied (during 3 years prior to the date of proposed acquisition) with applicable disclosure requirements in Chapter V of the Takeover Regulations. The copies of disclosures filed under Regulation 29(2) of the Takeover Regulations are attached herewith and marked as Annexure-F (Colly.). |
| i. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with. | It is hereby declared and confirmed that all the conditions specified under Regulation 10(1)(a)(iii) of the Takeover Regulations with respect to exemptions has been duly complied with. |





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We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Thanking You,

For U K Paints (India) Private Limited


Naveen Choudhary
Whole- Time Director
DIN: 00194483

Date: 09.01.2026

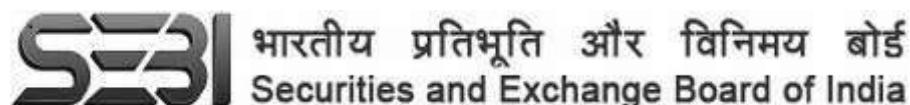
Place: New Delhi

Payment Status

From intermediary_portal_admin@sebi.gov.in <intermediary_portal_admin@sebi.gov.in>

Date Thu 1/8/2026 1:00 PM

To Saurabh Sharma <cs@ukpaints.co.in>



Dear Sir/Ma'am,

Please find the status of the Payment Done to SEBI on Thu Jan 08 13:00:00 IST 2026

Your Online Payment Transaction is **SUCCESS**

The Details of the Online Transaction are as follows:

=====

Online Transaction Reference Number :**CEF74AD17OX6BX**

Online Payment Status : **SUCCESS**

Online Payment Amount: **177000**

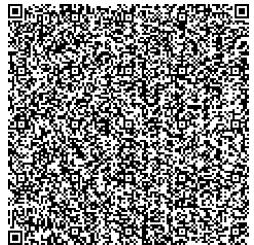
UserDetailsId: **352645**

Please write to Portal Help (portalhelp@sebi.gov.in) if you observe any discrepancies.

=====

Please note that this is an auto generated email. Please do not respond to this email.

Regards,
SEBI ITD Team



GSTIN: 27AAAJS1679K1ZL

SECURITIES AND EXCHANGE BOARD OF INDIA

e-Invoice Details:

| | | | |
|-----------|--|------------|------------------------|
| IRN | ebbd582a0b8e8df53d48e985e33e10af4ebfe5b025caa00e5a8a821c30cd9441 | | |
| Ack No | 122630489491096 | Ack Date | 08/01/2026 08:30:00 PM |
| Signed by | NIC | IRN Status | Active |

Transaction Details:

| | | | |
|---|----------------|--|-------------|
| Supply Type | B2B | Document Type | Tax Invoice |
| Document No | CFD/012526/019 | Document Date | 07/01/2026 |
| Place of Supply | Delhi | IGST applicable despite Supplier and Recipient located in same state | No |
| Amount of Tax Subject to Reverse Charge | No | | |

Party Details:

SUPPLIER

SECURITIES AND EXCHANGE BOARD OF IN
SECURITIES AND EXCHANGE BOARD OF INDIA
C-4-A SEBI BHAVAN, G BLOCK
BANDRA KURLA COMPLEX
Mumbai Suburban – 400051
Maharashtra (27)
GSTIN: 27AAAJS1679K1ZL

RECIPIENT

U K PAINTS INDIA LIMITED
U K PAINTS (INDIA) PRIVATE LIMITED
19 DDA COMMERCIAL COMPLEX
null ZAMRUDPUR NEW DELHI
South Delhi – 110048
Delhi (07)
GSTIN: 07AAACU0057C2ZU

Details of Goods / Services:

| # | Description | HSN | Quantity | Unit Price | Taxable Value | IGST | Total |
|---|--|--------|----------|------------|---------------|--------------|----------|
| 1 | Fee under Regulation 10 (7) of SAST Regulations - Regulation 10(1)(a)(iii) Order Line Ref No: CEF74AD17OX6BX | 997155 | 1 OTH | 1,50,000 | 1,50,000 | 27,000 (18%) | 1,77,000 |

Summary of Goods / Services:

| Taxable Amount | IGST | Total Invoice Amount |
|----------------|--------|----------------------|
| 1,50,000 | 27,000 | 1,77,000 |

Payment Reference:

Payment Transaction Code CEF74AD17OX6BX

Generated by: 27AAAJS1679K1ZL

Print Date: 08/01/2026

eSign

Digitally Signed by NIC

SECURITIES AND EXCHANGE BOARD OF INDIA

| | | | |
|-------------|------------------|-------------|--------------|
| 07 Jan 2026 | NEFT DR- | 00000003609 | ₹1,77,005.90 |
| 07 Jan 2026 | CITI0100000-6 | | |
| | SECURITIESANDE | | |
| | XCHANGE | | |
| | BOARDOFINDIA | | |
| | SEBI ONLINE EFT- | | |
| | EAST OF KAIL- | | |
| | HDFCH00725057 | | |
| | 377 | | |

Securities and Exchange Board of
India SEBI



(Scan QR Code with QR Reader
to know the transaction status)

NEFT/RTGS Detail

Beneficiary Name: **Securities and Exchange Board of India SEBI Online EFT**

NEFT/RTGS Amount: **177005.90**
(Do not round off amount)

Beneficiary A/C No: **BDSKCEF74AD17OX6BX**
(Applicable only for this transaction. Above characters are a combination of alphabets and numbers. Carefully enter exactly as printed above)

Beneficiary IFSC: **CITI0100000**
(5th character is zero)

Beneficiary Bank: **CITIBANK**
D.N. Road, Fort, Mumbai

Challan Details

Challan Creation Date: 07/01/2026 Recommended transfer within: 2 days of challan creation

I/We (sender) have read, understood and accepted the following terms & conditions:

- 1.I/We will execute NEFT/RTGS from my/our bank within 2 days of creating this slip, post which funds may be refunded and required service may not be rendered.
- 2.Beneficiary Account Number mentioned in this Challan slip is applicable for current transaction only.For any other or new transaction, kindly initiate a new transaction workflow from merchant's website only.
- 3.**NEFT/RTGS should be initiated by using person to person bank account transfer only [R41 mode only].**In case you are requesting your bank branch to initiate NEFT/RTGS on your behalf,it must be specifically using R41 mode only.Using any other mode for transfer of funds will be treated as invalid and required services will not be rendered.
- 4.NEFT/RTGS transfer amount should be an exact match with transaction amount mentioned on this slip (including paisa).Do not round off the transfer amount even for the second decimal place.
- 5.I/We will not initiate multiple NEFT/RTGS by breaking the amount in more than one part. Such EFTs will be treated as invalid transactions and required service will not be delivered.
- 6.NEFT/RTGS should be initiated from the sender's bank account only as any refund/reversal will be credited in the same bank account.
- 7.It is sender's responsibility to ensure that the bank account is enabled for incoming NEFT/RTGS in case of refunds.
- 8.A nominal amount may be charged to the sender towards refund processing for invalid transactions Refunds.

Powered by :





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 20.12.2025

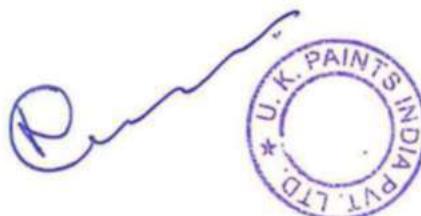
| To, | To, | To, |
|--|--|---|
| <p>The Department of Corporate Services, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 509480</p> | <p>The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: BERGEPAINT</p> | <p>The Listing Department The Calcutta Stock Exchange Ltd. 7 Lyons Range, Kolkata - 700001 Scrip Code: 12529</p> |

Dear Sir/ Ma'am,

Subject: Prior intimation under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the proposed acquisition of registered ownership of equity shares of Berger Paints India Limited, pursuant to the scheme of amalgamation.

Reference: Target Company [Berger Paints India Limited (CIN: L51434WB1923PLC004793)], ISIN INE463A01038.

In compliance with the provisions of Regulation 10(1)(a)(iii) read with Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), We, **U K Paints (India) Private Limited** having office at 2nd Floor, Shopping Arcade, Malibu Town, Sohna Road, Sec-47, Gurugram, Haryana-122018, Member of the Promoter Group of Berger Paints India Limited (“**Target Company**”), hereby submit prior intimation via disclosure as required under Regulation 10(5) of the Takeover Regulations, for the proposed acquisition of registered ownership of 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of the Target Company (“**Subject Shares**”), to be undertaken pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission vide approval letter dated 24th October 2024 and by the Hon’ble National Company Law Tribunal, Bench-II at Chandigarh vide order dated 23rd May 2025, in terms of the provisions of sections





U. K. PAINTS (INDIA) PVT. LIMITED

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(Formerly known as U. K. Paints (India) Limited)

230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended.

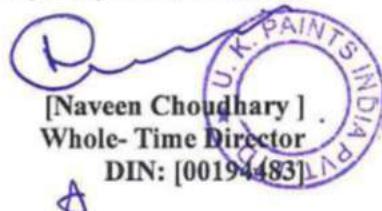
Please note that the aforementioned proposed acquisition of registered ownership of the Subject Shares falls within the exemption provided under Regulation 10(1)(a)(iii) of the Takeover Regulations.

It is further to be noted that pursuant to the aforementioned proposed acquisition of registered ownership of Subject Shares, there has been no change in the pre- and post-acquisition aggregate shareholding of the Promoter and Promoter Group of the Target Company.

Accordingly, necessary disclosure under Regulation 10(5) of the Takeover Regulations in the prescribed format, is enclosed herewith for your information and records.

Thanking You,

For U K Paints (India) Private Limited



[Naveen Choudhary]
Whole- Time Director
DIN: [00194483]

Date: 20.12.2025

Place: New Delhi

Encl.: Report under Regulation 10(5) of the Takeover Regulations

CC

To,

The Company Secretary

Berger Paints India Limited

Regd. Office: Berger House 129, Park Street, Kolkata,

West Bengal, India, 700017

Email: arunitoganguly@bergerindia.com



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|---|---|--|
| 1 | Name of the Target Company (TC) | Berger Paints India Limited |
| 2 | Name of the acquirer(s) | U K Paints (India) Private Limited ("Acquirer") |
| 3 | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters. | The Acquirer is member of the Promoter Group of the Target Company and is the holding company of the Target Company. |
| 4 | Details of the proposed acquisition | |
| | a. Name of the person(s) from whom shares are to be acquired | Jenson & Nicholson (Asia) Limited ("JNA Jersey") |
| | b. Proposed date of acquisition | On or after 29.12.2025 |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares. |
| | d. Total shares to be acquired as % of share capital of TC | 14.48% of share capital of the Target Company. |
| | e. Price at which shares are proposed to be acquired | Nil, since the proposed acquisition will be undertaken pursuant to the scheme of amalgamation ("Scheme") amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission ("JFSC") vide approval letter dated 24 th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh ("Tribunal") vide order dated 23 rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and |





U. K. PAINTS (INDIA) PVT. LIMITED

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CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

| | | |
|---|--|---|
| | | Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended. |
| | f. Rationale, if any, for the proposed transfer | <ol style="list-style-type: none">1. Rationalization and simplification of the existing group structure by reducing number of legal entities and jurisdictions which will result in significant reduction in multiplicity of legal and regulatory compliances, multiple record keeping and cost saving by way of reduction of overheads, administrative, managerial and other expenses.2. Consolidation of monitoring and assets at ultimate holding company level and reduce layering of entities would lead to more efficient utilization of capital for continued operations of the Transferee Company and help in achieving a streamlined structure.3. Optimal utilization of resources through pooling of financial, managerial and technical resources. |
| 5 | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer. | Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), since JNA Jersey is a wholly owned subsidiary of the Acquirer. |
| 6 | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | The equity shares of the Target Company are frequently traded. The volume-weighted average market price of such equity shares for a period of 60 (sixty) trading days preceding the date of issuance of notice as traded on the stock exchanges where the maximum volume of trading in the equity shares of the Target Company are recorded during such period is Rs. 546.63 per equity share. |
| 7 | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | Not Applicable, as the equity shares of the Target Company are frequently traded. |





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E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

| | | | | | |
|--|--|---|-----------------------------------|--------------------------------|-----------------------------------|
| 8 | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | Not Applicable, as the proposed acquisition will be undertaken without any consideration (as mentioned in sl. no. 4(e) above). | | | |
| 9 | Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997). The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished. | It is hereby declared that the Acquirer and the seller have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations. The copies of disclosures filed under Chapter V of the Takeover Regulations are attached herewith and marked as Annexure-A (Colly) . | | | |
| 10 | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | It is hereby declared and confirmed that all the conditions as specified under Regulation 10(1)(a) of the Takeover Regulations with respect to exemptions has been duly complied with. | | | |
| 11 | Shareholding details | Before the proposed transaction | | After the proposed transaction | |
| | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| a. Acquirer(s) and PACs (other than sellers) | | | | | |
| Acquirer: | | | | | |
| 1. | U K Paints (India) Private Limited | 58,40,35,478 | 50.09 | 75,28,23,616 | 64.57 |
| PACs (other than sellers): | | | | | |
| 1. | KSD Family Trust | 99,74,568 | 0.86 | 99,74,568 | 0.86 |
| 2. | GBS Dhingra Family Trust | 70,94,019 | 0.61 | 70,94,019 | 0.61 |
| 3. | Kuldeep Singh Dhingra | 66,18,085 | 0.57 | 66,18,085 | 0.57 |
| 4. | Gurbachan Singh Dhingra | 53,38,665 | 0.46 | 53,38,665 | 0.46 |
| 5. | Vinu Dhingra | 46,78,041 | 0.40 | 46,78,041 | 0.40 |





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E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

| | | | | | |
|-------------------|--|--------------|-------|-------------|------|
| 6. | Meeta Dhingra | 11,99,998 | 0.10 | 11,99,998 | 0.10 |
| 7. | Kanwardip Singh Dhingra | 8,40,000 | 0.07 | 8,40,000 | 0.07 |
| 8. | Anshana Sawhney | 7,20,000 | 0.06 | 7,20,000 | 0.06 |
| 9. | Jessima Kumar | 7,20,000 | 0.06 | 7,20,000 | 0.06 |
| 10. | Rishma Kaur | 7,20,000 | 0.06 | 7,20,000 | 0.06 |
| 11. | Sunaina Kohli | 7,20,000 | 0.06 | 7,20,000 | 0.06 |
| 12. | Dipti Dhingra | 1,58,054 | 0.01 | 1,58,054 | 0.01 |
| 13. | Citland Commercial Credits Ltd | 3,70,98,790 | 3.18 | 3,70,98,790 | 3.18 |
| 14. | Wang Investment and Finance Pvt Ltd | 3,59,82,696 | 3.09 | 3,59,82,696 | 3.09 |
| 15. | Bigg Investments And Finance Private Limited | 95,42,904 | 0.82 | 95,42,904 | 0.82 |
| b. Seller: | | | | | |
| 1. | Jenson & Nicholson (Asia) Limited | 16,87,88,138 | 14.48 | - | - |

Thanking You,

For U K Paints (India) Private Limited




[Naveen Choudhary]
Whole- Time Director
DIN: [00194483]

Date: 20.12.2025

Place: New Delhi



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

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Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 16th November, 2022

The Company Secretary
BERGER PAINTS INDIA LIMITED
"BERGER HOUSE"
129, PARK STREET
KOLKATA: 700017

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure) along with Disclosure of Transaction.

Dear Sir,

With reference to the above, enclosed please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure),, with Disclosure of Transaction

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

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CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

DISCLOSURE OF TRANSACTIONS

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

16th November, 2022

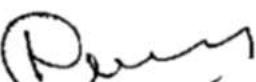
To
The Compliance Officer,
Berger Paints India Ltd.
"Berger House"
129, Park Street
KOLKATA: 700017

We, U. K. Paints (India) Pvt. Limited, hereby inform that we have bought /sold/subscribed to 20,000 Securities as mentioned below on 15.11.2022 (date) (strike out whichever is not applicable).

| Name of Holder | No. of Securities Traded | Bought/sold/ Subscribed | DP ID/client ID/Folio No. | Price (Rs.) |
|-------------------------------|--------------------------|-------------------------|---------------------------|--------------------|
| U. K. Paints (India) Pvt. Ltd | 20,000 shs | Bought | IN30302865101587 | Rs. 1,21,44,417.35 |

we declare that the above information is correct and that no provisions of the company's Rules and /or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Thanking you
For U. K. Paints (India) Pvt. Limited


Director

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE,CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable(*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 486545399 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486545399 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 20000 N/A | 0.002 N/A | -- -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | -- |



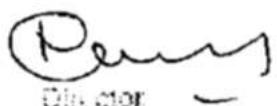
| | | | |
|---|-------------------------|---------------------------------------|----|
| the TC (specify holding in each category) acquired /sold d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+-d) | N/A 20000 | N/A 0.002 | -- |
| After the acquisition/sale, holding of : | | | |
| a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition e) Total (a+b+c+d) | 486565399 486565399 | 50.092 N/A N/A N/A 50.092 | -- |
| Mode of acquisition/sale(e.g. open market/off- market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 15.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory

REDDY KUMAR T S (MCA 21456)



Director

Place : New Delhi

Date: 16.11.2022

FORM C
SEBI Prohibition of Insider Trading Regulations, 2015
(Regulation 7 (2) read with Regulation 6 (2) – Continual disclosure)

Name of the Company : BERGER PAINTS INDIA LIMITED
ISIN of the company : INE463A01038
Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

| Regulation 6(2) | Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoter or KMP/ Directors/ immediate Relative to/others etc.) | Securities held Prior to Acquisition/ disposal | Securities acquired/Disposed | | | Securities held post acquisition/disposal | Date of allotment advice/acquisition of shares/sale of shares specify | Date of intimation to company | Mode of acquisition/ disposal (on market/public/ Rights/preferential offer/off market/Inter-sc Transfer, ESOPs etc.) |
|-----------------|--|--|--|------------------------------|---|---------------------------|---|---|-------------------------------|--|
| | | | | No. | Type of Security (for e.g. – shares, Warrants, Convertible Debenture, Etc.) | No. and % Of Shareholding | | | | |
| 1 | 2 U.K. Paints (India) Pvt. Ltd | 3 Promoter | 4 Shares | 5 486345399- 50.00% | 6 Shs | 7 20000 | 8 Rs1,21,44,417 35 | 9 Shs | 10 486365399 50.002% | 11 15.11.20 22 |
| | | | | | | | | | | 12 15.11.20 22 |
| | | | | | | | | | | 13 16.11.2022 |
| | | | | | | | | | | 14 Open Market Trade |

Gurgaon-122018

098144

2nd Floor, Shopping

Arcade Malibu

Town, Sohna Road,

Sector-42

Gurgaon

122018





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

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Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 16th November, 2022

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE,CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable(*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 486545399 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486545399 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 20000 | 0.002 | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | -- |

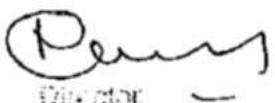


| | | | |
|---|-------------------------|---------------------------------------|----------------------------|
| the TC (specify holding in each category) acquired /sold d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+-d) | N/A 20000 | N/A 0.002 | -- -- |
| After the acquisition/sale, holding of : | | | |
| a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition e) Total (a+b+c+d) | 486565399 486565399 | 50.092 N/A N/A N/A 50.092 | -- -- -- -- -- |
| Mode of acquisition/sale(e.g. open market/off- market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 15.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory
SUNNY INVESTS INDIA PVT. LTD.


Perry
Director

Place : New Delhi

Date: 16.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 16th November, 2022

The Calcutta Stock Exchange Limited

7, Lyons Range

Kolkata 700001

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares
& Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures
under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers)
Regulations, 2011,

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE,CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable(*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 486545399 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486545399 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 20000 | 0.002 | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | -- |



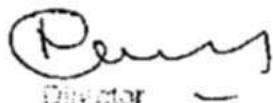
| | | | |
|---|-------------------------|---------------------------------------|-----------------------|
| the TC (specify holding in each category) acquired /sold d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+-d) | N/A 20000 | N/A 0.002 | — — |
| After the acquisition/sale, holding of : | | | |
| a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition e) Total (a+b+c+d) | 486565399 486565399 | 50.092 N/A N/A N/A 50.092 | — — — — — |
| Mode of acquisition/sale(e.g. open market/off- market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 15.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory

CONTINENTAL INDIA PVT. LTD.



Director

Place : New Delhi

Date: 16.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 16th November, 2022

The National Stock Exchange of India Ltd.

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.

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For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

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| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
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| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable(*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 486545399 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
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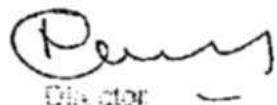
| | | | |
|---|-------------------------|-----------------------------|----------------------|
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| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 15.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory
CENTRAL POINTS BINA PVT LTD.

Place : New Delhi


Director

Date: 16.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 17th November, 2022

The Company Secretary
BERGER PAINTS INDIA LIMITED
"BERGER HOUSE"
129, PARK STREET
KOLKATA: 700017

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure) along with Disclosure of Transaction.

Dear Sir,

With reference to the above, enclosed please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure),, with Disclosure of Transaction

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

DISCLOSURE OF TRANSACTIONS

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

17th November, 2022

To
The Compliance Officer,
Berger Paints India Ltd.
"Berger House"
129, Park Street
KOLKATA: 700017

We, U. K. Paints (India) Pvt. Limited, hereby inform that we have bought /sold/subscribed to 9500 Securities as mentioned below on 16.11.2022 (date) (strike out whichever is not applicable).

| Name of Holder | No. of Securities Traded | Bought/sold/ Subscribed | DP-ID/client ID/Folio No. | Price (Rs.) |
|-------------------------------|--------------------------|-------------------------|---------------------------|------------------|
| U. K. Paints (India) Pvt. Ltd | 9500 shs | Bought | IN30302865101587 | Rs. 57,60,107.20 |

we declare that the above information is correct and that no provisions of the company's Rules and /or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Thanking you
For U. K. Paints (India) Pvt. Limited

Director ✓

FORM C
SEBI Prohibition of Insider Trading) Regulations, 2015
(Regulation 7 (2) read with Regulation 6 (2) – Continual disclosure)

Name of the Company : BERGER PAINTS INDIA LIMITED
ISIN of the company : INE463A01038
Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

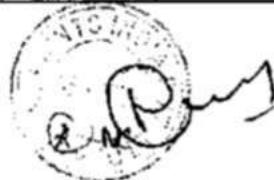
| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promote rs/KMP/ Directors /immedia te Relative to/others etc.) | Securities held Prior to Acquisition/ disposal | Securities acquired/Disposed | Securities held post acquisition/disposal | Date of allotment advice/acquisition of shares /sale of shares specify | Date of intimation to company | Mode of acquisition/ disposal (on market/public/ Rights/preferential offer/off market/Inter-se Transfer, ESOPs etc.) |
|---|--|--|------------------------------|---|--|---|--|
| | | | | | | | |
| 1 U.K. Paints (India) Pvt. Ltd PAN-AAACU0057C CIN: U24222HR1979PTC098144 2nd Floor, Shopping Arcade Malibu Town, Sohna Road, Sector 47, Gurugram-122018- 011-29240394 | 2 Promoter | 3 Shares 486565199- 50.099% | 5 Shs 9500 | 6 Rs. 57,490,107.20 | 8 Buy | 9 Shs 10 486574899 50.099% | 11 16,111.2 022 |

*Mr. R. D. Doshi
Open Market Trade*

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486565399 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c/-d) | 486565399 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 9500 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | N/A | N/A | -- |

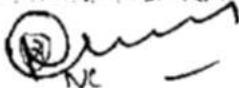


| | | | | |
|--|-------------------|-------|----|--|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c/-d) | 9500 | 0.000 | -- | |
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| b) Shares encumbered with the acquirer | | N/A | -- | |
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| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 16.11.2022 | | | |
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Signature of the acquirer/Seller/Authorized Signatory



Place : New Delhi

REDACTED

Date: 17.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

Date: 17th November 2012 *(Formerly known as U. K. Paints (India) Limited)*

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

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Thanking you

For U. K. Paints (India) Pvt. Limited

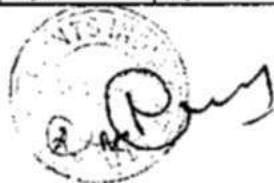
Director

Encl: As above

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| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
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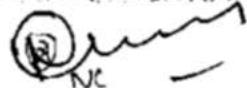


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Place : New Delhi

Dinesh

Date: 17.11.2022



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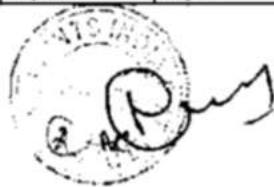
Director

Encl: As above

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Signature of the acquirer /Seller/Authorized Signatory

Place : New Delhi

Director

Date: 17.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

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CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 17th November, 2022

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Plot no. C/1, G Block,

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051.

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With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486565399 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486565399 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 9500 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | N/A | N/A | -- |



| | | | | |
|--|-------------------|-------|----|--|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold. | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c/-d) | 9500 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486574899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486574899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 16.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory

Place : New Delhi

Director

Date: 17.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 18th November, 2022

The Company Secretary

BERGER PAINTS INDIA LIMITED

"BERGER HOUSE"

129, PARK STREET

KOLKATA: 700017

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure) along with Disclosure of Transaction.

Dear Sir,

With reference to the above, enclosed please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure),, with Disclosure of Transaction

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

DISCLOSURE OF TRANSACTIONS

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

18th November, 2022

To
The Compliance Officer,
Berger Paints India Ltd.
“Berger House”
129, Park Street
KOLKATA: 700017

We, U. K. Paints (India) Pvt. Limited, hereby inform that we have bought /sold/subscribed to 9500 Securities as mentioned below on 16.11.2022 (date) (strike out whichever is not applicable).

| Name of Holder | No. of Securities Traded | Bought/sold/ Subscribed | DP-ID/client ID/Folio No. | Price (Rs.) |
|-------------------------------|--------------------------|-------------------------|---------------------------|------------------|
| U. K. Paints (India) Pvt. Ltd | 15000 shs | Bought | IN30302865101587 | Rs. 91,14,174.60 |

we declare that the above information is correct and that no provisions of the company's Rules and /or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Thanking you
For U. K. Paints (India) Pvt. Limited


Director

FORM C
SEBI Prohibition of Insider Trading) Regulations, 2015
(Regulation 7 (2) read with Regulation 6 (2) – Continual disclosure)

Name of the Company : **BERGER PAINTS INDIA LIMITED**
ISIN of the company : **INE463A01038**

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoter/KMP/ Directors/Immediate Relative to/others etc.) | Securities held Prior to Acquisition/ disposal | Securities acquired/Disposed | Securities held post acquisition/disposal | Date of allotment advice/acquisition of shares /sale of shares specify | Date of intimation to company | Mode of acquisition/ disposal (on market/public/ Rights/preferential offer/off market/Inter-se Transfer, ESOPs etc.) |
|--|--|--|--|---|--|--|--|
| Regulation 6(2) | | | | | | | |
| 1 U.K. Paints (India) Pvt. Ltd PAN-AAAAT0067C CTN- U74222JR1979PTC098144 2nd Floor, Shopping Arcade Malibu Town, Sohna Road, Sector 47, Gurugram-122018. 011-29240394 | 2 Promoter | 3 Shares 486574899- 50.09% | 5 Stocks 15000 | 6 Rs. 91,14,174.60 | 7 8 Buy | 9 Rs. 486589899 50.09% | 10 11.12.012 032 |
| | | | | | | | 11.12.2022 |

For U.K. Paints (India) Pvt. Ltd

Director



ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486574899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486574899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 15000 | 0.000 | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | -- |

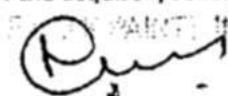


| | | | | |
|--|-------------------|-------|----|--|
| the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c+-d) | 15000 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486589899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486589899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 17.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory



PRAGYAMTECH INDIA PRIVATE LTD.

Place : New Delhi

Director

Date: 18.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

Date: 18th November 2022 (Formerly known as U. K. Paints (India) Limited)

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486574899 | 50.09 | — |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | — |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | — |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | — |
| e) Total (a+b+c+/-d) | 486574899 | 50.09 | — |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 15000 N/A | 0.000 N/A | — |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | — |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | — |

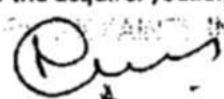


| | | | | | |
|--|------------------------|-------------------------------------|----------------------------|--|--|
| the TC (specify holding in each category) acquired /sold d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+-d) | N/A 15000 | N/A 0.000 | -- | | |
| After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition e) Total (a+b+c+d) | 486589899 486589899 | 50.09 N/A N/A N/A 50.09 | -- -- -- -- -- | | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 17.11.2022 | | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory



SHRI RAMA INDIA PRIVATE LIMITED

Place : New Delhi

Director

Date: 18.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

Date: 18th November 2023 *(Formerly known as U. K. Paints (India) Limited)*

The Calcutta Stock Exchange Limited

7, Lyons Range

Kolkata 700001

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486574899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486574899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 15000 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | -- |

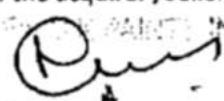


| | | | | |
|--|-------------------|-------|----|--|
| the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c+-d) | 15000 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486589899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486589899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 17.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory



Place : New Delhi

Director

Date: 18.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 18th November, 2022

The National Stock Exchange of India Ltd.

Exchange Plaza,

Plot no. C/1, G Block,

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051.

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486574899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486574899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 15000 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | N/A | N/A | -- |



| | | | | |
|--|-------------------------|-------------------------------------|----------------------------|--|
| the TC (specify holding in each category) acquired /sold d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+-d) | N/A 15000 | N/A 0.000 | -- | |
| After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition e) Total (a+b+c+d) | 486589899 486589899 | 50.09 N/A N/A N/A 50.09 | -- -- -- -- -- | |
| Mode of acquisition/sale (e.g. open market/off- market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 17.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory



AMUL PAKISTAN INDIA PRIVATE LTD.

Place : New Delhi

Director

Date: 18.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 19th November, 2022

The Company Secretary
BERGER PAINTS INDIA LIMITED
“BERGER HOUSE”
129, PARK STREET
KOLKATA: 700017

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure) along with Disclosure of Transaction.

Dear Sir,

With reference to the above, enclosed please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure),, with Disclosure of Transaction

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

DISCLOSURE OF TRANSACTIONS

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

19th November, 2022

To
The Compliance Officer,
Berger Paints India Ltd.
“Berger House”
129, Park Street
KOLKATA: 700017

We, U. K. Paints (India) Pvt. Limited, hereby inform that we have bought /sold/subscribed to 30000 Securities as mentioned below on 18.11.2022 (date) (strike out whichever is not applicable).

| Name of Holder | No. of Securities Traded | Bought/sold/ Subscribed | DP ID/client ID/Folio No. | Price (Rs.) |
|-------------------------------|--------------------------|-------------------------|---------------------------|--------------------|
| U. K. Paints (India) Pvt. Ltd | 30000 shs | Bought | IN30302865101587 | Rs. 1,81,55,584.45 |

we declare that the above information is correct and that no provisions of the company's Rules and /or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Thanking you
For U. K. Paints (India) Pvt. Limited

Director

FORM C
SEBI Prohibition of Insider Trading) Regulations, 2015
(Regulation 7 (2) read with Regulation 6 (2) – Continual disclosure)

Name of the Company : BERGER PAINTS INDIA LIMITED
ISIN of the company : INE463A01038

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promote rs/KMP/ Directors /immedia te Relative to/others etc.) | Securities held Prior to Acquisition/ disposal | Securities acquired/Disposed | Securities held post acquisition/disposal | Date of allotment advice/acquisition of shares /sale of shares specify | Date of intimation to company | Mode of acquisition/ disposal (on market/public/ Rights/preferenti al offer/off market/Inter-se Transfer, ESOPs etc.) |
|--|--|--|-------------------------------|---|--|-------------------------------|---|
| | | | | | | | |
| 1 U.K. Paints (India) Pvt. Ltd PAN-AAAC100057C CIN- U24722HR1979PTC098144 2 nd Floor, Shopping Arcade Malibu Town, Sohna Road, Sector 47, Gurgaon-122018- 011-29240394 | 2 Promoter | 3 Shares 50.09% | 4 48650899- 5 Shs 30000 | 6 7 5 Rs. 1,81,55,584.4 5 | 8 Buy 9 shs | 10 486619899 50.09% 022 | 11 18,11,2 022 12 48,11,2022 13 19,11,2022 14 Open Market Trade |

For U.K. Paints (India) Pvt. Ltd



Director

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486589899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486589899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 30000 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | N/A | N/A | -- |



| | | | | |
|--|-------------------|-------|----|--|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c+-d) | 30000 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486619899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 18.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

PRAGU KHAITI INDIA PVT. LTD.

Signature of the acquirer /Seller/Authorized Signatory



Director

Place : New Delhi

Date: 19.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

Date: 19th November 2022 *(Formerly known as U. K. Paints (India) Limited)*

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486589899 | 50.09 | — |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | — |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | — |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | — |
| e) Total (a+b+c+/-d) | 486589899 | 50.09 | — |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 30000 N/A | 0.000 N/A | — — |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | — |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | N/A | N/A | — |



| | | | | |
|--|-------------------|-------|----|--|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c+/-d) | 30000 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486619899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 18.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

FOURK PAINTS INDIA PVT. LTD.

Signature of the acquirer /Seller/Authorized-Signatory



Director

Place : New Delhi

Date: 19.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

Date: 19th November, 2022 (Formerly known as U. K. Paints (India) Limited)

The Calcutta Stock Exchange Limited

**7, Lyons Range
Kolkata 700001**

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486589899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+-d) | 486589899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 30000 | 0.000 | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | N/A | N/A | -- |



| | | | | |
|--|-------------------|-------|----|--|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c+-d) | 30000 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486619899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 18.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

RENEWED INDIAPOLY LTD.

Signature of the acquirer /Seller/Authorized Signatory



Director

Place : New Delhi

Date: 19.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 19th November, 2022

The National Stock Exchange of India Ltd.

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486589899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+-d) | 486589899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 30000 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | N/A | N/A | -- |



| | | | | |
|--|-------------------|-------|----|--|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | | | | |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- | |
| e) Total (a+b+c+-d) | 30000 | 0.000 | -- | |
| After the acquisition/sale, holding of: | | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | -- | |
| b) Shares encumbered with the acquirer | | N/A | -- | |
| c) VRs otherwise than by shares | | N/A | -- | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- | |
| e) Total (a+b+c+d) | 486619899 | 50.09 | -- | |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 18.11.2022 | | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

RELIANCE INDIA PRIVATE LTD.

Signature of the acquirer /Seller/Authorized Signatory



Parvez
Director

Place : New Delhi

Date: 19.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 22nd November, 2022

The Company Secretary
BERGER PAINTS INDIA LIMITED
"BERGER HOUSE"
129, PARK STREET
KOLKATA: 700017

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure) along with Disclosure of Transaction.

Dear Sir,

With reference to the above, enclosed please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure),, with Disclosure of Transaction

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

DISCLOSURE OF TRANSACTIONS

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

22nd November, 2022

To
The Compliance Officer,
Berger Paints India Ltd.
"Berger House"
129, Park Street
KOLKATA: 700017

We, U. K. Paints (India) Pvt. Limited, hereby inform that we have bought /sold/subscribed to 20500 Securities as mentioned below on 21.11.2022 (date) (strike out whichever is not applicable).

| Name of Holder | No. of Securities Traded | Bought/sold/ Subscribed | DP-ID/client ID/Folio No. | Price (Rs.) |
|-------------------------------|--------------------------|-------------------------|---------------------------|--------------------|
| U. K. Paints (India) Pvt. Ltd | 20500 shs | Bought | IN30302865101587 | Rs. 1,23,86,828.55 |

we declare that the above information is correct and that no provisions of the company's Rules and /or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Thanking you
For U. K. Paints (India) Pvt. Limited


Director

FORM C
SEBI Prohibition of Insider Trading) Regulations, 2015
(Regulation 7 (2) read with Regulation 6 (2) – Continual disclosure)

Name of the Company : **BERGER PAINTS INDIA LIMITED**
ISIN of the company : **INE463A01038**
Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoter/KMP/ Directors/Immediate Relative to/others etc.) | Securities held Prior to Acquisition/ disposal | Securities acquired/Disposed | Securities held post acquisition/disposal | Date of allotment advice/acquisition of shares /sale of shares specify | Date of intimation to company | Mode of acquisition/ disposal (on market/public/ Rights/preferen- al offer/off market/Inter-se Transfer, ESOPs etc.) |
|--|--|--|------------------------------|---|--|-------------------------------|--|
| | | No. and % Of Share- holding | No. Value | No. and % of share- holding | From To | | |
| 1 U.K. Paints (India) Pvt. Ltd PAN:AAACU0057C CIN: U24222HR1979PTC098144 2 nd Floor, Shopping Arcade Malibu Town, Sohna Road, Sector -47, Gurgaon-122018- 011-29240394 | 2 Promoter | 3 Shares -50.00% | 4 486619899 -50.00% | 5 Rs. 2050 5 | 6 2050 7 Rs. 1,23,86,825.5 | 8 Buy 9 shs | 10 486640399 50.10% 022 |
| | | | | | | | 11 12 21.11.2022 022 |

For U.K. Paints (India) Pvt. Ltd

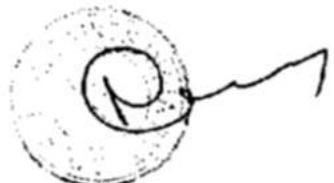


Director

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

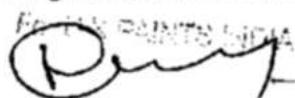
| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | — |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | — |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | — |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | — |
| e) Total (a+b+c+-d) | 486619899 | 50.09 | — |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 20500 N/A | 0.000 N/A | — — |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | — |
| c) Warrants/convertible securities/any | | | |



| | | | |
|--|-------------------------|-------|----|
| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | N/A | N/A | -- |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- |
| e) Total (a+b+c+-d) | 20500 | 0.000 | -- |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 486640399 | 50.10 | -- |
| b) Shares encumbered with the acquirer | | N/A | -- |
| c) VRs otherwise than by shares | | N/A | -- |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- |
| e) Total (a+b+c+d) | 486640399 | 50.10 | -- |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 21.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

 **PRINCE PAINTS INDIA PVT LTD.**

Signature of the acquirer /Seller/Authorized Signatory

Director

Place : New Delhi

Date: 21.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 22nd November, 2022

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

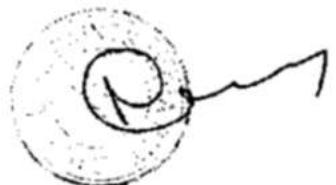
Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | — |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | — |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | — |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | — |
| e) Total (a+b+c+/-d) | 486619899 | 50.09 | — |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 20500 N/A | 0.000 N/A | — |
| b) VRs acquired/sold otherwise than by shares | | | — |
| c) Warrants/convertible securities/any | N/A | N/A | — |



| | | | |
|--|-------------------------|---|----|
| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+/-d) | N/A N/A 20500 | N/A N/A 0.000 | -- |
| After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition e) Total (a+b+c+d) | | 486640399 50.10 N/A N/A N/A 486640399 50.10 | -- |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 21.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Signature of the acquirer /Seller/Authorized Signatory

Director

Place : New Delhi

Date: 21.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 22nd November, 2022

The Calcutta Stock Exchange Limited

7, Lyons Range

Kolkata 700001

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

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Thanking you

For U. K. Paints (India) Pvt. Limited

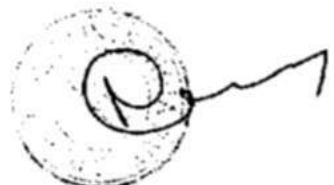
Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

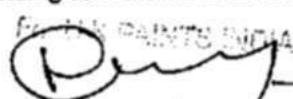
| | | | |
|--|--|---|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
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| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+-d) | 486619899 | 50.09 | -- |
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| c) Warrants/convertible securities/any | | | |



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| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | N/A | N/A | -- |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- |
| e) Total (a+b+c+-d) | 20500 | 0.000 | -- |
| After the acquisition/sale, holding of: | | | |
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| b) Shares encumbered with the acquirer | | N/A | -- |
| c) VRs otherwise than by shares | | N/A | -- |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- |
| e) Total (a+b+c+d) | 486640399 | 50.10 | -- |
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| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
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(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.


PUNJAB PAINTS INDIA PVT LTD.

Signature of the acquirer /Seller/Authorized Signatory

Director

Place : New Delhi

Date: 21.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 22nd November, 2022

The National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

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For U. K. Paints (India) Pvt. Limited

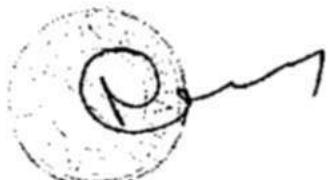
Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

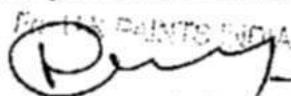
| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
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| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
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| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486619899 | 50.09 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 486619899 | 50.09 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 20500 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any | | | |



| | | | |
|--|-------------------|-------|----|
| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | N/A | N/A | -- |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- |
| e) Total (a+b+c+-d) | 20500 | 0.000 | -- |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 486640399 | 50.10 | -- |
| b) Shares encumbered with the acquirer | | N/A | -- |
| c) VRs otherwise than by shares | | N/A | -- |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | -- |
| e) Total (a+b+c+d) | 486640399 | 50.10 | -- |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 21.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.


PUNJAB PAINTS INDIA PVT LTD.

Signature of the acquirer /Seller/Authorized Signatory

Director

Place : New Delhi

Date: 21.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 23rd November, 2022

The Company Secretary
BERGER PAINTS INDIA LIMITED
"BERGER HOUSE"
129, PARK STREET
KOLKATA: 700017

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure) along with Disclosure of Transaction.

Dear Sir,

With reference to the above, enclosed please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011, and SEBI Prohibition of Insider Trading, Regulations, 2015 (Regulation 7(2) read with Regulation 6(2)-Continual disclosure),, with Disclosure of Transaction

The original copy follows by Post

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

DISCLOSURE OF TRANSACTIONS

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

23rd November, 2022

To
The Compliance Officer,
Berger Paints India Ltd.
"Berger House"
129, Park Street
KOLKATA: 700017

We, U. K. Paints (India) Pvt. Limited, hereby inform that we have bought /sold/subscribed to 25000 Securities as mentioned below on 22.11.2022 (date) (strike out whichever is not applicable).

| Name of Holder | No. of Securities Traded | Bought/sold/ Subscribed | DP ID/client ID/Folio No. | Price (Rs.) |
|-------------------------------|--------------------------|-------------------------|---------------------------|--------------------|
| U. K. Paints (India) Pvt. Ltd | 25000 shs | Bought | IN30302865101587 | Rs. 1,51,94,346.75 |

we declare that the above information is correct and that no provisions of the company's Rules and /or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Thanking you
For U. K. Paints (India) Pvt. Limited

Director

FORM C
SEBI Prohibition of Insider Trading) Regulations, 2015
(Regulation 7 (2) read with Regulation 6 (2) – Continual disclosure)

Name of the Company : BERGER PAINTS INDIA LIMITED
ISIN of the Company : INE463A01038

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promote rs/KMP/ Directors /immedia te Relative to/others etc.) | Securities held Prior to Acquisition/ disposal | | | Securities acquired/Disposed | | | Securities held post acquisition/disposal | Date of allotment advice/acquisition of shares /sale of shares specify | Date of intimation to company | Mode of acquisition/ disposal (on market/publ / Rights/prefe ntial offer/oi marked/Inter se Transfer, ESOPs etc.) | | |
|--|--|--|--|---------------|---|---------------------------|---|---|--|-------------------------------|---|---------------|----------------------|
| | | No. and % Of Shareholding | Type of security (for eg. – shares Warran ts. Coverable Debent ure Etc.) | No. Value | Type of Security (for Eg. – Shares Warran ts, Coverable Debent ure) | No. and % of shareholding | | | | | | | |
| 1. U.K. Paints (India) Pvt. Ltd PAN-AAAATU987C CIN- U24222HR1979PTC098144 2nd Floor, Shopping Arcade Malibu Town, Sotna Road, Sector-47, Gurugram-122018. 011-29240394 | 2 Promoter | 3 Shares - 50.00% | 4 486640399 - 50.00% | 5 Shs 2500 | 6 Rs. 1,51,94,346.75 | 7 Buy | 8 | 9 Shs 58.10% | 10 486665399 - 58.10% | 11 22.11.2022 | 12 22.11.2022 | 13 23.11.2022 | 14 Open Market Trade |

For U. K. Paints (India) Pvt. Ltd

Director

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
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| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) e) Total (a+b+c+-d) | 486640399 N/A N/A 486640399 | 50.10 N/A N/A 50.10 | -- -- -- -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold b) VRs acquired/sold otherwise than by shares c) Warrants/convertible securities/any | 25000 N/A N/A | 0.000 N/A N/A | -- -- -- |



Ram

| | | | |
|--|-------------------|-------|----|
| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | N/A | N/A | -- |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | -- |
| e) Total (a+b+c+/-d) | 25000 | 0.000 | -- |
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PLATINUM PAINTS INDIA PVT LTD



Signature of the acquirer /Seller/Authorized Signatory

Director

Place : New Delhi

Date: 23.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
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Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 23rd November, 2022

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

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Thanking you

For **U. K. Paints (India) Pvt. Limited**

Director

Encl: As above

ANNEXURE -2

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| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
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Ranu

| | | | |
|--|-------------------|-------|----|
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Signature of the acquirer /Seller/Authorized Signatory



Dinesh

Place : New Delhi

Date: 23.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

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Date: 23rd November, 2022

The Calcutta Stock Exchange Limited
7, Lyons Range
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For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
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| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 486640399 | 50.10 | -- |
| b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) | N/A | N/A | -- |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | -- |
| d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) | N/A | N/A | -- |
| e) Total (a+b+c/-d) | 486640399 | 50.10 | -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold | 25000 N/A | 0.000 N/A | -- |
| b) VRs acquired/sold otherwise than by shares | N/A | N/A | -- |
| c) Warrants/convertible securities/any | | | |



Ranjan

| | | | |
|--|-------------------|-------|---|
| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | N/A | N/A | — |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | — |
| e) Total (a+b+c/-d) | 25000 | 0.000 | — |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 486665399 | 50.10 | — |
| b) Shares encumbered with the acquirer | | N/A | — |
| c) VRs otherwise than by shares | | N/A | — |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | — |
| e) Total (a+b+c+d) | 486665399 | 50.10 | — |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 22.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory



Director

Place : New Delhi

Date: 23.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Date: 23rd November, 2022

The National Stock Exchange of India Ltd.

Exchange Plaza,

Plot no. C/1, G Block,

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051.

Sub: disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Dear Sir,

With reference to the above, enclosed/attached please find herewith disclosures under Regulation 29(2) of SEBI (Substantial acquisition of shares & Takeovers) Regulations, 2011,

Thanking you

For U. K. Paints (India) Pvt. Limited

Director

Encl: As above

ANNEXURE -2

Format for disclosures under Regulation 29(2) of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | BERGER PAINTS INDIA LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | U.K. PAINTS (INDIA) PVT. LIMITED-(Buyer) | | |
| Whether the acquirer belongs to Promoter/Promoter Group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE, NSE, CSE | | |
| Details of the acquisition/disposal as follows | Number | % w.r.t. total Share/voting capital Wherever Applicable (*) | % w.r.t. total diluted Share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights b) Shares in the nature of encumbrance (Pledge/lien/non-disposal undertaking/others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument voting rights in the TC (Specify holding in each category) e) Total (a+b+c+/-d) | 486640399 N/A N/A 486640399 | 50.10 N/A N/A 50.10 | -- -- -- -- |
| Details of acquisition/sale | | | |
| a) Share carrying voting rights acquired/sold b) VRs acquired/sold otherwise than by shares c) Warrants/convertible securities/any | 25000 N/A N/A | 0.000 N/A N/A | -- -- -- |



Ram

| | | | |
|--|-------------------|-------|---|
| other Instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | N/A | N/A | — |
| d) Shares encumbered/invoked/released by the acquirer | N/A | N/A | — |
| e) Total (a+b+c+-d) | 25000 | 0.000 | — |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 486665399 | 50.10 | — |
| b) Shares encumbered with the acquirer | | N/A | — |
| c) VRs otherwise than by shares | | N/A | — |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition | | N/A | — |
| e) Total (a+b+c+d) | 486665399 | 50.10 | — |
| Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue /preferential allotment/inter-se transfer etc.) | Open Market Trade | | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | 22.11.2022 | | |
| Equity share capital/total voting capital of the TC before the said acquisition/sale | 971349249 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 971349249 | | |

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. (Regulation 31 of SEBI(LODR) Regulations, 2015)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer /Seller/Authorized Signatory



Director

Place : New Delhi

Date: 23.11.2022



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Dear Sirs,

Sub : Declaration under Regulation 31(4) of the SEBI(Substantial Acquisition of shares and Takeovers) Regulations, 2011("Takeover Regulations")

In terms of Regulation 31(4) of the Takeover Regulations, we the Entities and Individuals belonging to the promoter and promoter group (listed in Annexure A) of Berger Paints India Limited (NSE BERGEPAINT and BSE Code: 509480), the Target Company, hereby declare that we have not created any encumbrances on the shares of Berger held by us, directly or indirectly, at any time during the financial year 2022-23.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For U K PAINTS (INDIA) PVT LTD

Naveen Choudhary
Director
DIN: 00194483





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

ANNEXURE A

| S NO. | NAME |
|-----------------------|-------------------------------------|
| PROMOTER GROUP | |
| 1. | UK PAINTS INDIA PVT LTD |
| 2. | WANG INVESTMENT AND FINANCE PVT LTD |
| 3. | CITLAND COMMERCIAL CREDITS LTD |
| 4. | BIGG INVESTMENT & FINANCE PVT LTD |
| 5. | JENSON & NICHOLSON (ASIA) LTD |
| PROMOTERS | |
| 1. | ANSHANA SAWHNEY |
| 2. | KANWARDIP SINGH DHINGRA |
| 3. | KULDIP SINGH DHINGRA |
| 4. | VINU DHINGRA |
| 5. | SUNAINA KOHLI |
| 6. | RISHMA KAUR |
| 7. | MEETA DHINGRA |
| 8. | KSD FAMILY TRUST |
| 9. | JESSIMA KAUR |
| 10. | DIPTI DHINGRA |
| 11. | G85 DHINGRA FAMILY TRUST |
| 12. | GURBACHAN SINGH DHINGRA |





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

03rd April, 2024

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

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

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

Scrip Code: 509480

Scrip Code: BERGEPAINT

Scrip Code: 12529

Dear Sirs,

Sub: Declaration under Regulation 31(4) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

In terms of Regulation 31(4) of the Takeover Regulations, we the Entities and Individuals belonging to the promoter and promoter group (listed in Annexure A) of Berger Paints India Limited (NSE Code: BERGEPAINT, BSE Code: 509480 and CSE Code: 12529), the Target Company, hereby declare that we have not created any encumbrances on the shares of Berger held by us, directly or indirectly, at any time during the financial year 2023-24.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For U K PAINTS (INDIA) PRIVATE LIMITED

Naveen Choudhary
Director
DIN-00194483





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

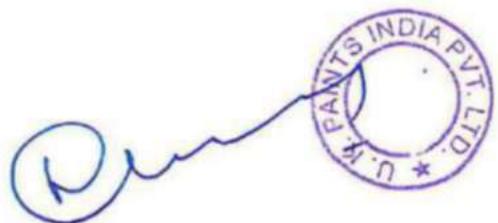
E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

ANNEXURE-A

| Sr. No. | NAME |
|-----------------------|---|
| PROMOTER GROUP | |
| 1. | U K PAINTS (INDIA) PRIVATE LIMITED |
| 2. | WANG INVESTMENT AND FINANCE PRIVATE LIMITED |
| 3. | CITLAND COMMERCIAL CREDITS LIMITED |
| 4. | BIGG INVESTMENT & FINANCE PRIVATE LIMITED |
| 5. | JENSON & NICHOLSON (ASIA) LIMITED |
| PROMOTERS | |
| 1. | ANSHANA SAWHNEY |
| 2. | KANWARDIP SINGH DHINGRA |
| 3. | KULDIP SINGH DHINGRA |
| 4. | VINU DHINGRA |
| 5. | SUNAINA KOHLI |
| 6. | RISHMA KAUR |
| 7. | MEETA DHINGRA |
| 8. | KSD FAMILY TRUST |
| 9. | JESSIMA KAUR |
| 10. | DIPTI DHINGRA |
| 11. | GBS DHINGRA FAMILY TRUST |
| 12. | GURBACHAN SINGH DHINGRA |





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

5th April 2025

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

Scrip Code: 509480

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

Scrip Code: BERGEPAINT

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

Scrip Code: 12529

Dear Sirs,

Sub: Declaration under Regulation 31(4) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011("Takeover Regulations")

In terms of Regulation 31(4) of the Takeover Regulations, we the Entities and Individuals belonging to the promoter and promoter group (listed in Annexure A) of Berger Paints India Limited (NSE Code: BERGEPAINT, BSE Code: 509480 and CSE Code: 12529), the Target Company, hereby declare that we have not created any encumbrances on the shares of Berger held by us, directly or indirectly, at any time during the financial year 2024-25.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For U K PAINTS (INDIA) PRIVATE LIMITED

NAVEEN

CHOUHDARY

Digitally signed by
NAVEEN CHOUHDARY
Date: 2025.04.05
12:37:30 +05'30'

Naveen Choudhary
Director
DIN-00194483





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

ANNEXURE -A

| Sr. No. | NAME |
|-----------------------|---|
| PROMOTER GROUP | |
| 1. | U K PAINTS (INDIA) PRIVATE LIMITED |
| 2. | WANG INVESTMENT AND FINANCE PRIVATE LIMITED |
| 3. | CITLAND COMMERCIAL CREDITS LIMITED |
| 4. | BIGG INVESTMENTS & FINANCE PRIVATE LIMITED |
| 5. | JENSON & NICHOLSON (ASIA) LIMITED |
| PROMOTERS | |
| 1. | ANSHANA SAWHNEY |
| 2. | KANWARDIP SINGH DHINGRA |
| 3. | KULDIP SINGH DHINGRA |
| 4. | VINU DHINGRA |
| 5. | SUNAINA KOHLI |
| 6. | RISHMA KAUR |
| 7. | MEETA DHINGRA |
| 8. | KSD FAMILY TRUST |
| 9. | JESSIMA KUMAR |
| 10. | DIPTI DHINGRA |
| 11. | GBS DHINGRA FAMILY TRUST |
| 12. | GURBACHAN SINGH DHINGRA |

Thanking You,

Yours faithfully,

For U K PAINTS (INDIA) PRIVATE LIMITED

NAVEEN
CHOWDHARY

Digitally signed by
NAVEEN CHOWDHARY
Date: 2025.04.05
12:37:54 +05'30'

Naveen Choudhary
Director
DIN-00194483





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)
Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144
(Formerly known as U. K. Paints (India) Limited)

Date: 02.01.2026

| To, | To, | To, |
|---|---|--|
| <p>The Department of Corporate Services, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 509480</p> | <p>The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: BERGEPAINT</p> | <p>The Listing Department The Calcutta Stock Exchange Ltd. 7 Lyons Range, Kolkata - 700001 Scrip Code: 12529</p> |

Dear Sir/ Ma'am,

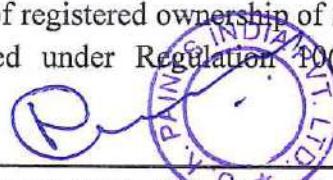
Subject: Report under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the acquisition of registered ownership of equity shares of Berger Paints India Limited, pursuant to the scheme of amalgamation.

Reference: Target Company [Berger Paints India Limited (CIN: L51434WB1923PLC004793)], ISIN INE463A01038.

In compliance with the provisions of Regulation 10(1)(a)(iii) read with Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), We, U K Paints (India) Private Limited having office at 2nd Floor, Shopping Arcade, Malibu Town, Sohna Road, Sec-47, Gurugram, Haryana-122018, Member of the Promoter Group of Berger Paints India Limited (“Target Company”), hereby submit the report in the specified format under Regulation 10(6) of the Takeover Regulations, in respect of the acquisition of registered ownership of 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of the Target Company (“Subject Shares”), that has been undertaken pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission vide approval letter dated 24th October 2024 and by the Hon’ble National Company Law Tribunal, Bench-II at Chandigarh vide order dated 23rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended.

The effective date of the Scheme is 14th July 2025.

Please note that the aforementioned acquisition of registered ownership of Subject Shares of the Target Company falls within the exemption provided under Regulation 10(1)(a)(iii) of the Takeover Regulations.





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)
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E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144
(Formerly known as U. K. Paints (India) Limited)

It is further to be noted that pursuant to the aforementioned acquisition of registered ownership of the Subject Shares, there has been no change in the pre- and post-acquisition aggregate shareholding of the Promoter and Promoter Group of the Target Company.

Accordingly, necessary disclosure under Regulation 10(6) of the Takeover Regulations in the prescribed format, is enclosed herewith for your information and records.

Thanking You,

For U K Paints (India) Private Limited



Naveen Choudhary
Whole- Time Director
DIN: 00194483

Date: 02.01.2026

Place: New Delhi

Encl.: Report under Regulation 10(6) of the Takeover Regulations

CC

To,

The Company Secretary

Berger Paints India Limited

Regd. Office: Berger House 129, Park Street, Kolkata,
West Bengal, India, 700017

Email: arunitoganguly@bergerindia.com

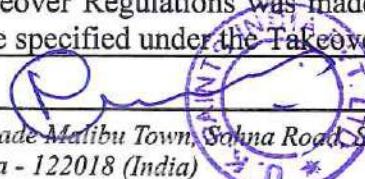
U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)
Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144
(Formerly known as U. K. Paints (India) Limited)

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|---|--|--|
| 1 | Name of the Target Company (TC) | Berger Paints India Limited |
| 2 | Name of the acquirer(s) | U K Paints (India) Private Limited ("Acquirer") |
| 3 | Name of the stock exchange where shares of the TC are listed | <ul style="list-style-type: none"> ▪ BSE Limited [Scrip Code: 509480] ▪ National Stock Exchange of India Limited [Symbol: BERGEPAINT] ▪ The Calcutta Stock Exchange Ltd [Scrip Code: 12529] |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares | Acquisition of registered ownership of 16,87,88,138 equity shares constituting 14.48% of the equity share capital of the Target Company, undertaken pursuant to the scheme of amalgamation ("Scheme") amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission ("JFSC") vide approval letter dated 24 th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh ("Tribunal") vide order dated 23 rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended. |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer | Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), since the Acquirer has acquired the equity shares from its wholly owned subsidiary, Jenson & Nicholson (Asia) Limited. |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, - whether disclosure was made and whether it was made within | <p>Yes, the disclosure of the aforesaid acquisition was required to be made under Regulation 10(5) of the Takeover Regulations.</p> <p>- Yes, the disclosure under Regulation 10(5) of the Takeover Regulations was made within the stipulated time specified under the Takeover Regulations.</p> |



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

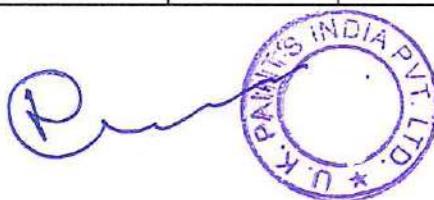
Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

| | <ul style="list-style-type: none"> the timeline specified under the regulations. - date of filing with the stock exchange. | <ul style="list-style-type: none"> - Yes, the disclosure under Regulation 10(5) of the Takeover Regulations was made within the stipulated time specified under the Takeover Regulations. - Date of filing of declaration under Regulation 10(5) of the Takeover Regulations is 20.12.2025. | | | | | | | | | | | | | | | | | | | | | | | | |
|---------------------------------------|--|--|--|--|-------------------------|--|---------------------------|--|---------------------------|--|--------------------------------------|--|--|--|---------------------------------------|--------------|-------|--------------|------------------------------------|--|--|--|--------------------------------------|--------------|-------|---|
| 7 | Details of acquisition | <p>Disclosures required to be made under regulation 10(5)</p> <p>Whether the disclosures under regulation 10(5) are actually made</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| a. | Name of the transferor / seller | Jenson & Nicholson (Asia) Limited Yes, a disclosure was made by the Acquirer <i>namely</i> , U K Paints (India) Private Limited. | | | | | | | | | | | | | | | | | | | | | | | | |
| b. | Date of acquisition | 29.12.2025 | | | | | | | | | | | | | | | | | | | | | | | | |
| c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above. | 16,87,88,138 equity shares. | | | | | | | | | | | | | | | | | | | | | | | | |
| d. | Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC. | 16,87,88,138 equity shares constituting 14.48% of diluted share capital of the Target Company. | | | | | | | | | | | | | | | | | | | | | | | | |
| e. | Price at which shares are proposed to be acquired/ actually acquired. | Nil, as the acquisition has been undertaken pursuant to the Scheme duly sanctioned by the JFSC vide approval letter dated 24 th October 2024 and by the Hon'ble Tribunal vide its order dated 23 rd May 2025. | | | | | | | | | | | | | | | | | | | | | | | | |
| 8 | Shareholding details | <table border="1"> <thead> <tr> <th colspan="2">Pre-transaction</th> <th colspan="2">Post-transaction</th> </tr> <tr> <th>No. of shares held</th> <th>% w.r.t total share capital of TC</th> <th>No. of shares held</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td>a. Each Acquirer/ Transferee:</td> <td></td> <td></td> <td></td> </tr> <tr> <td>1. U K Paints (India) Private Limited</td> <td>58,40,35,478</td> <td>50.09</td> <td>75,28,23,616</td> </tr> <tr> <td>b. Each Seller/ Transferor:</td> <td></td> <td></td> <td></td> </tr> <tr> <td>1. Jenson & Nicholson (Asia) Limited</td> <td>16,87,88,138</td> <td>14.48</td> <td>-</td> </tr> </tbody> </table> | Pre-transaction | | Post-transaction | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC | a. Each Acquirer/ Transferee: | | | | 1. U K Paints (India) Private Limited | 58,40,35,478 | 50.09 | 75,28,23,616 | b. Each Seller/ Transferor: | | | | 1. Jenson & Nicholson (Asia) Limited | 16,87,88,138 | 14.48 | - |
| Pre-transaction | | Post-transaction | | | | | | | | | | | | | | | | | | | | | | | | |
| No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC | | | | | | | | | | | | | | | | | | | | | | | |
| a. Each Acquirer/ Transferee: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. U K Paints (India) Private Limited | 58,40,35,478 | 50.09 | 75,28,23,616 | | | | | | | | | | | | | | | | | | | | | | | |
| b. Each Seller/ Transferor: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Jenson & Nicholson (Asia) Limited | 16,87,88,138 | 14.48 | - | | | | | | | | | | | | | | | | | | | | | | | |





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Thanking You,

For U K Paints (India) Private Limited


Naveen Choudhary
Whole- Time Director

DIN: 00194483


Date: 02.01.2026

Place: New Delhi



**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH CORPORATE BHAWAN, PLOT NO. 4-B
GROUND FLOOR, SECTOR- 27-B, MADHYA MARG
CHANDIGARH-160019**

Ref: NCLT/Chd/Reg/218

Dated: 28/05/25

CP(CAA) No.28/Chd/Hry/2024
(2nd Motion)
U/s 230 & 232, CA 2013

In the matter of:

U.K. Paints (Overseas) Ltd.

....Transferor Company

And

U.K. Paints (India) Pvt. Ltd.

....Transferee Company

To,

U.K. Paints (India) Pvt. Ltd.,
Having its regd. office at: 2nd Floor,
Shopping Arcade, Malibu Town,
Sohna Road, Sector-47,
Gurugram, Haryana-122018.

Please find enclosed herewith a certified copy of order dated 23.05.2025 for your information and necessary action.

R Kaur 28/5/25
(Rattan Kaur)
Deputy Registrar
NCLT, Chandigarh Bench
ns

Encl: Copy of order.



**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (COURT-II), CHANDIGARH**

**CP (CAA) NO. 28/Chd/Hry/2024
(2nd Motion)**

(Application under Sections 230-232 read with Section 234 and other applicable provisions of the Companies Act, 2013, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016). 11

IN THE MATTER OF SCHEME OF AMALGAMATION AMONGST:

U.K. PAINTS (OVERSEAS) LIMITED

having its office at 28,
Esplanade, St. Helier, Jersey, JE2 3QA

... Transferor Company No. 1 / Non-Petitioner Company No. 1

And

B.J.N. HOLDINGS (I) LIMITED

having its office at 28,
Esplanade, St. Helier, Jersey, JE2 3QA

... Transferor Company No. 2 / Non-Petitioner Company No. 2

And

U K PAINTS (INDIA) PRIVATE LIMITED

having its registered office at the 2nd Floor,
Shopping Arcade, Malibu Town, Sohna
Road, Sector-47, Gurugram, Haryana 1220018

... Transferee Company / Petitioner Company

Order delivered on: 23.05.2025

**Coram: MR. KHETRABASI BISWAL, MEMBER (JUDICIAL)
MR. KAUSHALENDRA KUMAR SINGH, MEMBER (TECHNICAL)**





Present:

For the Petitioner : Mr. Karanveer Jindal, Advocate
For the Regional Director : Mr. Vineek Khatri, Company Prosecutor
For the Income Tax : Mr. Yogesh Putney, Senior Standing Counsel
Department
For the Reserve Bank of : Mr. K. V. Singhal, Mr. Deepak Suri, Advocates
India

ORDER

1. This is a Joint Second Motion Company Petition (hereinafter referred to as the "**Petition**") filed by **U.K. Paints (Overseas) Limited** (hereinafter referred to as "Transferor Company No. 1"/ "Non-Petitioner Company No. 1"), **B.J.N. Holdings (I) Limited** (hereinafter referred to as "Transferor Company No. 2"/ "Non-Petitioner Company No. 2") and **U. K. Paints (India) Private Limited** (hereinafter referred to as "Petitioner Company" or "Transferee Company") under Sections 230-232 read with Section 234 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as the "**Rules**") read with the National Company Law Tribunal Rules, 2016 (hereinafter referred to as the "**NCLT Rules**") for sanctioning the Scheme of Amalgamation (hereinafter referred to as "**Scheme**") between the Non-Petitioner Company No. 1 & 2, Petitioner Company and its respective Shareholders and Creditors. The said Scheme has been attached as Annexure A of the Petition.





2. The Petitioner Company filed the First Motion Company Application bearing No. CA(CAA)No.52/Chd/Hry/2023 (hereinafter referred to as "**Application**") before this Tribunal seeking directions for dispensing with the meetings of Equity Shareholders, Class 'A' Equity Shareholders without voting rights, Secured Creditors and Unsecured Creditors of the Petitioner Company, which was disposed of vide this Tribunal Order dated 21.05.2024, with the directions to dispense with the meetings of Equity Shareholders, Class 'A' Equity Shareholders without voting rights, Secured Creditors and Unsecured Creditors of the Petitioner Company for the reasons mentioned in the aforesaid order.

3. The main objectives, authorised and paid-up share capital, and the Rationale of the Scheme had been discussed in detail in the first motion Order dated 21.05.2024.

4. In the Second Motion proceedings, this Tribunal, vide its order dated 02.08.2024, directed the Petitioner Company to:

- (i) Advertise the notice of hearing in "Business Standard" (English, Delhi NCR Edition) and "Jansatta" (Hindi, Delhi NCR Edition).
- (ii) Serve the notice of the Petition on the following authorities namely,
 - (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; New Delhi; (b) The Registrar of Companies, NCT of Delhi and Haryana; (c) Reserve Bank of India, and (d) Jurisdictional Income Tax Authorities through its





Nodal Officer, by mentioning the PAN of the Company along with a copy of this Petition by speed post.

- (iii) File an affidavit of service regarding newspaper publication with newspaper clippings, as well as service of notices on the authorities specified above.
- (iv) File and affidavit stating the objections received from the public pursuant to the publication of a notice of hearing in the newspapers.

5. In compliance with the directions issued by this Tribunal vide order dated 02.08.2024, the Petitioner Company filed the:

- (i) Compliance affidavit vide Diary No. 02153/1 dated 19.08.2024 stating that:
 - (a) The notice of hearing of the Petition was published in "Business Standard" (English, Delhi NCR Edition) and "Jansatta" (Hindi, Delhi NCR Edition) on 08.08.2024 (copies of the newspaper publications have been attached as Annexure-F to the affidavit).
 - (b) The notices were served upon (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; New Delhi; (b) The Registrar of Companies, NCT of Delhi and Haryana, and (c) Jurisdictional Income Tax Authorities through its Nodal Officer (d) Reserve Bank of India through speed post on 07.08.2024 (copies of the notices along with acknowledgement receipts has been attached as Annexure-B,





Annexure-C, Annexure-D and Annexure-E respectively to the Affidavit).

(ii) Affidavit vide Diary No. 0404116021532024/3 dated 27.09.2024 stating that neither the Petitioner Company nor the Counsel for the Petitioner Company received any objection pursuant to the publication of the final notice of hearing of the Petition in the aforesaid newspapers.

6. With regard to the direction of this Tribunal vide its Order dated 02.08.2024 regarding notices to the statutory authorities/ regulators, etc., the status of replies has been discussed in the following paragraphs.

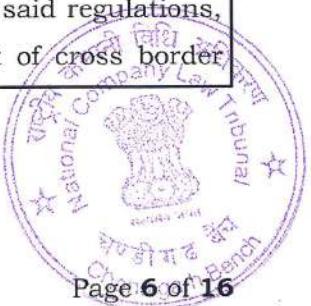
6.1 Registrar of Companies, Chandigarh & Himachal Pradesh/ Regional Director, Northern Region

The Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi (hereinafter referred to as “**RD**”) filed its report along with the report of the Registrar of Companies (hereinafter referred to as “**ROC**”) vide Diary No. 02153/2 dated 08.10.2024. Para 10 of the RD report refers to Para 31 of the observations in the RoC report dated 05.09.2024, and Para 11 of the RD report mentions the reply of the Transferee Company vide letter dated 23.09.2024, which has been summarised in the Table below:





| S.N. | Observation of the RoC | Reply of the Transferee Company |
|------|---|---|
| 1. | As per the Auditors Report for the financial year 31.03.2023 of Transferee Company, there are statutory dues (Custom Duty, FEMA, Excise Duty, Sales Tax, Income Tax) which have not been deposited on account of dispute as on March 31, 2023 | <p>It is submitted that there are statutory dues which have not been deposited with the appropriate authorities on account of a dispute against which the appeals are pending before the relevant authorities. Further, there were no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess, and other material statutory dues in arrears as on 31st March 2023, for more than six months from the date they became payable.</p> <p>It is further submitted that, pursuant to the Scheme becoming effective, the Transferee Company shall remain in existence and subject to the right to appeal and in terms of the applicable provisions of law in force, hereby undertake to pay the amount of aforesaid pending statutory dues upon their crystallisation.</p> |
| 2. | Transferor Companies No. 1 & 2 are registered under the provisions of the Companies (Jersey) Law, 1991. The companies may be asked to comply with the Cross Border Merger Regulations and provisions of FEMA, if any. | <p>In this regard, it is submitted that pursuant to the provisions of Section 234 of the Act read with Rule 25A Rules, a foreign company is permitted to merge with an Indian company.</p> <p>The Reserve Bank of India ("RBI") vide its Notification No. FEMA 389/2018-RB dated 20th March 2018 has notified the Cross Border Merger Regulations effective from 20th March 2018.</p> <p>Pursuant to Regulation 9 of said regulations, any transaction on account of cross border</p> |





| | |
|----|---|
| | <p>merger undertaken in accordance with Cross Border Merger Regulations shall be deemed to have prior approval of RBI as required under Rule 25A of Rules provided that a certificate from Managing Director/ Whole Time Director and Company Secretary, if available, of the company concerned ensuring compliance of Cross Border Merger Regulations is furnished along with the application before the Hon'ble NCLT.</p> <p>It is submitted that the Transferee Company is not required to appoint a Company Secretary and hence, a certificate, in terms of the provisions of Regulation-9 of Cross Border Merger Regulations, confirming the compliance of applicable provisions of Cross Border Merger Regulations, duly signed by Mr. Naveen Choudhary, Whole Time Director of the Transferee Company was duly submitted before this Tribunal at the time of filing Application and Petition.</p> |
| 3. | <p>Transferor Companies No. 1 & 2 are registered under the provisions of the Companies (Jersey) Law, 1991. Therefore, the companies may be asked to ensure compliance and approval of the competent authority of the respective law.</p> <p>It is submitted that in accordance with the applicable provisions of Companies (Jersey) Law, 1991, the board of directors and shareholders of M/s U. K. Paints (Overseas) Limited and M/s B.J.N. Holdings (I) Limited (<i>hereinafter collectively referred to as "Transferor Companies"</i>) in their respective meetings held on 15.11.2023, have approved the merger agreement amongst the Transferor Companies and Transferee Company.</p> <p>Further, in accordance with the applicable provisions of Companies (Jersey) Law, 1991, merger amongst the Transferor Companies and Transferee Company is required to be approved by Jersey Financial Services</p> |





| | |
|--|---|
| | <p>Commission (“JFSC”) and in this respect, an application along with merger agreement has been filed by the Transferor Companies before the JFSC on 08.01.2024. The said application is pending before JFSC for its approval.</p> <p>Needless to mention, as per Clause 25 of the Scheme, the Scheme is and shall be conditional upon and subject to, inter-alia, the requisite consent, approval or permission of JFSC and fulfilment of conditions as specified under Clause 8 of the Scheme.</p> |
|--|---|

6.2 The Income Tax Department

The Income Tax Department (hereinafter referred to as ‘ITD’) has filed its report vide Diary No. 02153/4 dated 15.10.2024 wherein it has been stated that the ITD has no objection to the proposed Scheme. Thus, no adverse observation can be inferred from the report of the Income Tax Authorities in respect of the Petitioner Company.

6.3 The Reserve Bank of India

The Reserve Bank of India (hereinafter referred to as “RBI”) has filed its report vide Diary No. 02153/8 dated 04.04.2025 wherein it has been stated that it is the duty of the Petitioner Company to comply with various requirements of various laws including Foreign Exchange Management Act, 1999, and the rules, regulations and directions framed thereunder. Further, the RBI vied its report has submitted that it does not have any FDI-related records of Transferor Company No. 1 and Transferor Company No. 2, and as such, the RBI does not have





any specific submissions to make with respect to the application. However, the Reserve Bank of India states that the Petitioner Company shall be required to ensure compliance with the applicable provisions of FEMA and the rules and regulations made thereunder, to the extent the proposal involves a Foreign Exchange angle. Thus, no adverse observation was raised by the Reserve Bank of India in respect of the Petitioner Company.

7. The Petitioner Company also stated that since the Transferor Company No. 1 and Transferor Company No. 2 are incorporated under the provisions of Companies (Jersey) Law, 1991 and hence, in accordance with the applicable provisions of Companies (Jersey) Law, 1991, merger amongst the Transferor Companies and Transferee Company was required to be approved by Jersey Financial Services Commission (“JFSC”) and in this respect, an application was filed by the Transferor Companies before the JFSC on 08.01.2024. Further, the JFSC has confirmed and approved the proposed Amalgamation of the Transferor Companies with and into the Transferee Company on 24.10.2024. An affidavit has been filed by the Petitioner Company vide Diary No. 02153/5 dated 06.11.2024, wherein the said approval of the JFSC has been submitted with this Tribunal.

8. The certificate of the Statutory Auditor of the Petitioner Company to the effect that the accounting treatment proposed in the Scheme is in compliance with the applicable accounting standards and other Generally





Accepted Accounting Principles in India was filed as Annexure-D5 of the Petition. The relevant extract of which is reproduced below:

"On the basis of our examination and according to the information and explanations provided to us, we hereby confirm that the accounting treatment as specified under clause-21 of Part-C of the Scheme, in the books of the Company, is in compliance with the Applicable Indian Accounting Standards as prescribed by the Central Government in accordance with the provisions of section 133 of the Act read with the rules made thereunder."

9. We have heard the learned Counsel for Petitioner Company and have gone through the material available on record. On the basis of the facts and submissions made by the learned Counsel and on perusal of the Scheme, it appears that requirements of the provisions of section 230 and 232 are satisfied by the Petitioner Company. We are of the considered view that the proposed Scheme is bona fide and in the interest of the Shareholders and creditors and accordingly approved.

Petition before the Jersey Financial Services Commission

10. The Ld. Counsel of the Petitioner Company submitted that both the Transferor Companies, being foreign companies, are Non-Petitioner Companies and therefore a Petition for approval of the Scheme has been filed before the Jersey Financial Services Commission on 08.01.2024, which has jurisdiction over the Transferor Companies. The Petitioner Company filed an affidavit vide Diary No. 02153/5 dated 05.11.2024, the relevant extracts of which are reproduced herein below:





“2. That the Transferor Companies are incorporated under the provisions of Companies (Jersey) Law, 1991 and hence, in accordance with the applicable provisions of Companies (Jersey) Law, 1991, merger amongst the Transferor Companies and Transferee Company was required to be approved by Jersey Financial Services Commission (“JFSC”) and in this respect, an application along with the merger agreement was filed by the Transferor Companies before the JFSC on 8th January 2024.”

3. That the JFSC has confirmed and approved the proposed amalgamation of the Transferor Companies with and into the Transferee Company on 24th October 2024. A copy of the approval letter issued by the JFSC is annexed herewith and marked as Annexure-A.”

11. In the context of the above discussion, the Scheme contemplated between the Transferor Companies and the Transferee Company appears to be *prima facie* in compliance with all the requirements stipulated under the relevant Sections of the Act. As the observations from the Statutory Authorities have been duly addressed by the Petitioner Company and since all the requisite statutory compliance has been fulfilled, this Tribunal sanctions the Scheme of Amalgamation as annexed as “**Annexure-A**” to the Petition.

12. Notwithstanding the submission that no investigation is pending against the Petitioner Company, if there is any deficiency found or, the violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with the law, against the concerned persons, directors and officials of the Petitioner Company.





13. While approving the Scheme as above, it is clarified that this order should not be construed as approval by any Statutory Authorities, viz. RBI, SEBI, CCI, RERAs etc. or any sectoral regulator; or construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges or payment of fee/ penalty etc., if any, due or required in accordance with law or in respect to any permission/ compliance with any other requirement, which may be specifically required under any law.

14. The Income Tax Department will be free to examine the aspect of any tax payable as a result of the sanction of the Scheme, and if it is found that the Scheme ultimately results in tax avoidance or is not in accordance with the applicable provisions of the Income Tax Act, then the Income Tax Department shall be at liberty to initiate appropriate course of action in accordance with the law. Any sanction of the Scheme under section 230-232 of the Companies Act, 2013 shall not adversely affect the rights of the Income Tax Department or any past, present or future proceedings and the sanction of the Scheme shall not come in its way for the appropriate course of action as per law for the tax liabilities, if any.

15. This Tribunal orders as under:

(i) The Scheme of Amalgamation contemplated between the Petitioner Companies, annexed as "Annexure A" with the Petition, is hereby sanctioned, and it is declared that the same shall be binding on the Petitioner Companies and their shareholders and creditors and all concerned under the Scheme





(ii) All the property, rights and powers of the Transferor Companies be transferred, without further act or deed, to the Transferee Company and accordingly, the same shall pursuant to sections 230 to 232 and 234 of the Companies Act, 2013, be transferred to and vested in the Transferee Company for all the estate and interest of the Transferor Companies but subject nevertheless to all charges now affecting the same;

(iii) All the liabilities and duties of the Transferor Companies shall be transferred, without further act or deed, to the Transferee Company, and accordingly, the same shall pursuant to sections 230 to 232 and 234 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company;

(iv) All benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Companies are entitled to include under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;





- (v) All proceedings pending, if any, by or against the Transferor Companies be continued by or against the Transferee Company;
- (vi) All contracts of the Transferor Companies which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto;
- (vii) All the employees of the Transferor Companies shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Amalgamating Companies, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;
- (viii) The Appointed Date for the Scheme shall be as mentioned in the Scheme;
- (ix) The Transferee Company shall file the revised memorandum and articles of association with the concerned Registrar of Companies





and further make the requisite payments of the differential fee (if any) for the enhancement of authorised capital of the Transferee Company.

(x) The Petitioner Company/Transferee Company will furnish a self-certified copy of the approved Scheme and Schedule of Assets of the Transferred Undertaking to the Designated Registrar of this Tribunal. The Designated Registrar will issue a certified copy of this order together with the authenticated copy of the approved Scheme and Schedule of Assets as its enclosures. All the Authorities are directed to act on the certified copy of this order as issued by the Designated Registrar.

(xi) The Petitioner Company/Transferee Company is directed to file the certified copy of this Order along with the copy of Scheme and Schedule of Assets with the concerned Registrar of Companies, electronically along with e-form INC-28 in addition to a physical copy in e-form INC-28 within 30 days or an extended timeline with payment of additional fees, as may be applicable, from the date of receipt of the Order. Following that, the necessary steps shall be taken up by the Registrar of Companies.

(xii) The Petitioner Company/Transferee Company is directed to lodge a copy of this Order and the approved Scheme and Schedule of Assets of the Transferee Company, duly authenticated by the Designated Registrar of this Tribunal, with the concerned





Superintendent of Stamps, for the purpose of adjudication of stamp duty, if any, within 60 days from the date of the Order.

(xiii) The legal fees and expenses of the office of the Regional Director are quantified at Rs 20,000/- with respect to the Transferee Company.

The said fees to the Regional Director shall be paid by the Transferee Company, and

(xiv) Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

15. All the concerned Regulatory Authorities are to act on a copy of this order annexed with the Scheme, duly authenticated by the Designated Registrar of this Bench.

17. The Company Petition bearing number CP(CAA) No.28/Chd/Hry/2024 is allowed, therefore, the matter stands disposed of.

Sd/-

Kaushalendra Kumar Singh
Member (Technical)

Gitesh



Sd/-

Khetrabasi Biswal
Member (Judicial)

DD / DR / AR / Court Officer
National Company Law Tribunal
Chandigarh Bench, Chandigarh

CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL

FREE OF COST COPY

Scheme of Amalgamation

Amongst

U. K. Paints (Overseas) Limited

(Transferor Company-1)

And

B.J.N. Holdings (I) Limited

(Transferor Company-2)

And

U K Paints (India) Private Limited

(Transferee Company)

And

Their respective shareholders and creditors

*[Pursuant to section 234 read with sections 230 to 232 of the Companies Act, 2013 and relevant provisions of Companies (Jersey) Law, 1991]*Preamble

This scheme of amalgamation (*hereinafter referred to as "Scheme" and more particularly defined hereinafter*) is presented under the provisions of section 234 read with sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (*hereinafter referred to as "Act" and more particularly defined hereinafter*) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and applicable provisions of the Companies (Jersey) Law, 1991 (*to the extent applicable*), for amalgamation of M/s U. K. Paints (Overseas) Limited (*hereinafter referred to as "Transferor Company-1"*) and M/s B.J.N. Holdings (I) Limited (*hereinafter referred to as "Transferor Company-2"*) with and into M/s U K Paints (India) Private Limited (*hereinafter referred to as "Transferee Company"*) with effect from the Appointed Date (*more particularly defined hereinafter*).

[For the sake of brevity, Transferor Company-1 and Transferor Company-2 are hereinafter collectively referred to as the "Transferor Companies". Further, the Transferor Companies and Transferee Company are hereinafter collectively referred to as "Companies"].

I. BACKGROUND AND DESCRIPTION OF COMPANIES

1.1 U K Paints (India) Private Limited or Transferee Company is an unlisted private limited company incorporated under the provisions of Companies Act, 1956 on June 05, 1979 and subsisting under the Act (*as defined hereinafter*) bearing corporate identification number U24222HR1979PTC098144 and having its registered office situated in the State of Haryana at 2nd Floor, Shopping Arcade, Malibu Town, Sohna Road, Sec-47, Gurugram, Haryana-122018. Permanent account number of the Transferee Company is AAACU0057C. The correspondence e-mail address of the Transferee Company is cs@ukpaints.co.in.

Initially, the Transferee Company was incorporated as a private limited company under the name and style of "U K Paints (India) Private Limited" with its registered office situated in the National Capital Territory ("NCT") of Delhi. Subsequently, in the year 1985, status of the Transferee Company was converted from private limited company to public limited company and a fresh certificate of incorporation was issued by the RoC (*as*

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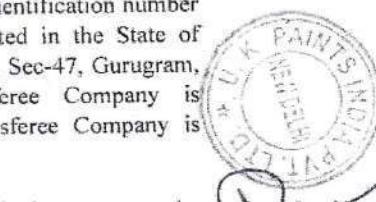
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Page 1 of 15

For and on behalf of
Castle Directors Limited

TRUE COPY



For and on behalf of
JTC Directors Limited



defined hereinafter) on August 31, 1985. Further, in the year 2002, status of the Transferee Company was re-converted from public limited company to private limited company and a fresh certificate of incorporation was issued by RoC (as defined hereinafter) on February 06, 2002. Subsequently, the Transferee Company was re-converted from private limited company to public limited company on October 05, 2012, thereafter, again the Transferee Company was re-converted from public limited company to private limited company and a fresh certificate of incorporation was issued by RoC (as defined hereinafter) on May 29, 2015. Lastly, in the year 2021, registered office of the Transferee Company was shifted from the NCT of Delhi to the State of Haryana and accordingly, a certificate confirming the shifting of registered office was issued by the RoC (as defined hereinafter) on October 01, 2021.

Transferee Company is primarily engaged in the business of manufacturing and trading of paint containers and job works on paints. In addition to this, the Transferee Company is also engaged in certain incidental objects such as investments in shares & securities, to acquire on lease or purchase real estate properties and to provide inter-corporate deposits.

1.2 U. K. Paints (Overseas) Limited or the Transferor Company-1 is a private company limited by shares incorporated under the provisions of Companies (Jersey) Law, 1991 (as amended) on November 21, 1991, with registration number 51469 and having its registered office at 28, Esplanade, St. Helier, Jersey, JE2 3QA. Further, the Transferor Company-1 is a direct wholly owned subsidiary of the Transferee Company.

The Transferor Company-1 was established with prior approval of Government of India and Reserve Bank of India as an operating company in the field of trading business for trading chemicals and other allied consumer products. Further, the principal activity of the Transferor Company-1 is investing in paint manufacturing companies via its subsidiaries.

1.3 B.J.N. Holdings (I) Limited or the Transferor Company-2 is a private company limited by shares incorporated under the provisions of Companies (Jersey) Law, 1991 (as amended) on October 27, 2009, with registration number 104274 and having its registered office at 28 Esplanade, St. Helier, Jersey, JE2 3QA. Further, the Transferor Company-2 is a direct wholly owned subsidiary of the Transferor Company-1 and an indirect/ step down wholly owned subsidiary company of the Transferee Company.

The Transferor Company-2 is engaged in the business as an investment holding company as its principal activity. It owns shares in a company whose principal activities are paint manufacturing in India via its nominee shareholding subsidiary, Jenson & Nicolson (Asia) Limited.

2. RATIONALE FOR THE SCHEME

2.1 The proposed Amalgamation (as defined hereinafter) of the Transferor Companies with and into the Transferee Company will enable the following:

- Rationalization and simplification of the existing group structure by reducing number of legal entities and jurisdictions which will result in significant reduction in multiplicity of legal and regulatory compliances, multiple record keeping and cost saving by way of reduction of overheads, administrative, managerial and other expenses;
- Consolidation of monitoring and assets at ultimate holding company level and reduce layering of entities would lead to more efficient utilization of capital for continued operations of the Transferee Company and help in achieving a streamlined structure; and

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For and on behalf of
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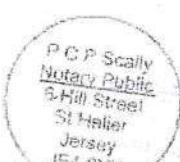
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For and on behalf of
JTC Directors Limited



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c) Optimal utilization of resources through pooling of financial, managerial and technical resources.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter members, creditors, employees and other stakeholders of the Companies and the same would be in the best interest of all stakeholders.

3. PARTS OF THE SCHEME:

- 3.1. **Part A** deals with definitions used in the Scheme, share capital of the Companies and provisions under Jersey Law (*as defined hereinafter*) pertaining to merger.
- 3.2. **Part B**, *inter-alia*, deals with the transfer and vesting of the assets, liabilities, profits or losses, legal proceedings, employees and business of Transferor Companies with and into the Transferee Company.
- 3.3. **Part C** deals with consideration and accounting treatment for the Amalgamation (*as defined hereinafter*).
- 3.4. **Part D** deals with the miscellaneous provisions and conditionality of the Scheme.

PART A

DEFINITIONS, SHARE CAPITAL AND APPLICABLE PROVISIONS OF JERSEY LAW

4. DEFINITIONS

In this Scheme, unless inconsistent with the subject, the following expressions shall have the meanings respectively assigned against them:

4.1 "Act" means the Companies Act, 2013 and applicable rules made thereunder and includes any amendments, statutory re-enactments and modifications thereof for the time being in force;

4.2 "Amalgamation" or "Merger" means amalgamation of the Transferor Companies with and into the Transferee Company on a going concern basis in terms of the Scheme (*as defined hereinafter*) in its present form or with any modification(s) as approved by the Hon'ble Tribunal and/or any other appropriate authority under Jersey Law (*as defined hereinafter*), as the case may be;

4.3 "Applicable Law(s)" means any relevant statute, notification, bye-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinances, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority (*as defined hereinafter*), having the force of law and as applicable to the Companies in India or Jersey (*including any modifications, amendments or re-enactments thereof for the time being in force*);

4.4 "Appointed Date" for purposes of this Scheme means Effective Date (*as defined hereinafter*) or such other date as may be fixed or approved by the Hon'ble Tribunal (*as defined hereinafter*).

4.5 "Board of Directors" or "Board" means and includes the respective Boards of Directors of the Companies or any committee constituted by such Board of Directors for the purposes of the Scheme;

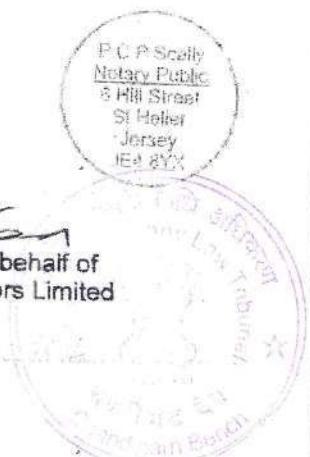
4.6 "Effective Date" means the last of the dates on which all the conditions as referred to in clause 25 of Part D of the Scheme have been fulfilled.
Provided that any references in this Scheme to the date of "upon coming into effect of the

For and on behalf of
Castle Directors Limited

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For and on behalf of
ITC Resources, Inc.



Scheme" or "upon the scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date;

4.7 "Governmental and Registration Authority" means any relevant Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, quasi-judicial body, bureau or instrumentality thereof or arbitral body having jurisdiction over the Companies, in India and/or Jersey *(as defined hereinafter)*;

4.8 "Intellectual Property Rights" or "IPR" means, whether registered or not in the name of or recognized under Applicable Law(s) as being intellectual property of the Transferor Companies, or in the nature of common law rights of the Transferor Companies, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, trade dress and all applications and registration for the foregoing, and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship, and copyrights therein, and registrations and applications therefor, if any, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Law(s);

4.9 "IT Act" means the Income-Tax Act, 1961 and the rules made thereunder and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force;

4.10 "Jersey" means the Bailiwick of Jersey;

4.11 "Jersey Law" means the Companies (Jersey) Law, 1991 *(as amended)* or any statutory modification(s) or re-enactment(s) thereof for the time being in force;

4.12 "Merger Agreement" means an agreement entered into or to be entered into amongst the Companies in accordance with the applicable provisions of Jersey Law;

4.13 "Registrar of Companies" or "RoC" means the Registrar of Companies, National Capital Territory of Delhi and Haryana;

4.14 "Scheme" or "the Scheme" or "this Scheme" means this scheme of amalgamation amongst the Companies and their respective shareholders and creditors pursuant to the provisions of section 234 read with sections 230 to 232 and other applicable provisions, if any, of the Act in its present form or with any modification(s) made pursuant to the provisions of this Scheme by the Board of Directors of the Companies and/or as approved or directed by the Tribunal or any other appropriate authority under Jersey Law, as the case may be;

4.15 "Transferee Company" shall have the meaning as ascribed to it in Clause 1.1 of this Scheme;

4.16 "Transferor Company-1" shall have the meaning as ascribed to it in Clause 1.2 of this Scheme;

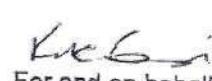
4.17 "Transferor Company-2" shall have the meaning as ascribed to it in Clause 1.3 of this Scheme;

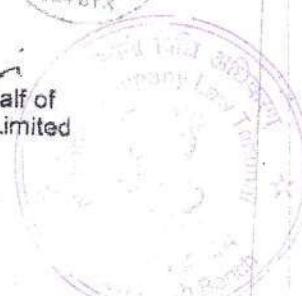
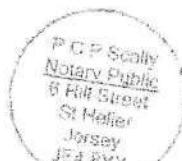
4.18 "Tribunal" or "NCLT" means National Company Law Tribunal, Bench at Chandigarh.


For and on behalf of
JTC Directors Limited

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For and on behalf of
JTC Directors Limited



5. INTERPRETATION

Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and if not defined therein then under the relevant Applicable Law(s). In this Scheme, unless the context otherwise requires:

- i. references to "persons" shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
- ii. heading, sub-heading and bold typeface are only for convenience and shall not affect the construction or interpretation of this Scheme;
- iii. the term "Clause" refers to the specified clause of this Scheme;
- iv. references to one gender includes all genders;
- v. any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- vi. words in the singular shall include the plural and vice versa; and
- vii. reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision.

6. DATE OF TAKING INTO EFFECT AND OPERATIVE DATE

The Scheme shall be effective in its present form or with any modification(s) approved or imposed or directed by the Hon'ble Tribunal or any other appropriate authority in India or in Jersey and shall become effective from the Appointed Date.

7. CAPITAL STRUCTURE OF THE COMPANIES

7.1 The share capital of the Companies as at March 31, 2023 is as under:

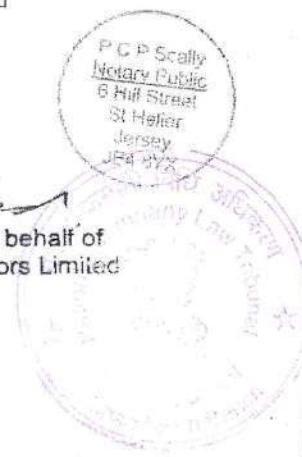
| Company | Authorized Share Capital | Issued, Subscribed and Paid-up Share Capital |
|---|--|--|
| U K Paints (India) Private Limited (Transferee Company) | Rs. 23,00,00,000/- divided into 22,58,000 equity shares of Rs. 100/- each, 37,000 Class-A equity shares without voting rights (differential voting rights) of Rs. 100/- each and 5,000 12% Non-Cumulative Preference Shares of Rs. 100/- each. | Rs. 2,81,30,100/- divided into 2,53,178 equity shares of Rs. 100/- each and 28,123 Class-A equity shares without voting rights (differential voting rights) of Rs. 100/- each. |
| U. K. Paints (Overseas) Limited (Transferor Company 1) | 1,000,000 Ordinary shares of £ 1 each | 927,142 Ordinary shares of £ 1 each |
| B.J.N. Holdings (I) Limited (Transferor Company 2) | £ 10,000 Ordinary shares of £ 1 each | £ 10,000 Ordinary shares of £ 1 each |

For and on behalf of
Castle Directors Limited

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For and on behalf of
JTC Directors Limited



Subsequent to March 31, 2023, and till the date of approval of this Scheme by the respective Board of the Companies, there is no change in the authorized, issued, subscribed and paid-up share capital of the Companies till the date of approval of this Scheme by the respective Board of the Companies.

7.2 It is expressly clarified that until this Scheme becomes effective, the Companies are free to alter their authorized, issued, subscribed or paid up share capital by way of buy-back or stock split or further issue or consolidation or any other manner, as may be required for their respective business requirements, subject to the necessary approvals from their respective Boards and shareholders, if required, as per the applicable laws.

8. PROVISIONS UNDER JERSEY LAW PERTAINING TO MERGER

- 8.1 The Board of Directors of the Transferor Companies must approve this Scheme, Merger Agreement and solvency statements in pursuance of the applicable provisions of Jersey Law.
- 8.2 The shareholders of the Transferor Companies must, by special resolution pursuant to Jersey Law and their constitutional documents, approve the Merger Agreement and merger pursuant to the same.
- 8.3 Within 21 days of the approval of the shareholders of the Transferor Companies pursuant to clause 8.2, written notice of the intention to merge pursuant to the Merger Agreement must be given by each of the Transferor Companies to all creditors, if any, who have a claim against either Transferor Company and a notice must be published in a newspaper in Jersey, each in accordance with the requirements of Jersey Law.
- 8.4 An application in respect of the merger must be submitted to the Jersey Financial Services Commission ("JFSC") jointly by the Companies, alongside such documents as the JFSC may require in pursuance of the Jersey Law.
- 8.5 The JFSC must consent to the merger as contemplated by the Merger Agreement and in accordance with the requirements of Jersey Law ("Consent").

8.6 Upon:

- 8.6.1 the Scheme becoming effective in accordance with its terms;
- 8.6.2 all relevant Indian law requirements to effect the Scheme (and associated merger) having been satisfied; and
- 8.6.3 the JFSC having:
 - 8.6.3.1 given its Consent;
 - 8.6.3.2 following receipt of such documents as they may require to determine the completion of the merger, instructed the registrar of companies in Jersey ("Registrar") to register the merger; and
 - 8.6.3.3 the Registrar having registered the merger pursuant to Law.

the Transferor Companies will be accordingly removed from the register maintained by the Registrar.

8.7 For the avoidance of doubt, the Transferor Companies are incorporated under the laws of Jersey, accordingly, the Transferor Companies are required to comply with all the applicable laws of Jersey in relation to this Scheme including but not limited to, Jersey Law.

For and on behalf of
Castle Directors Limited

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For and on behalf of
ITG Biologics

PART B

**TRANSFER AND VESTING OF ASSETS, LIABILITIES, PROFITS OR LOSSES,
LEGAL PROCEEDINGS, EMPLOYEES AND BUSINESS OF TRANSFEROR
COMPANIES WITH AND INTO THE TRANSFeree COMPANY**

9. TRANSFER AND VESTING OF ASSETS

9.1 Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme including in relation to the mode of transfer or vesting, the entire business and whole of the undertaking(s), all property(ies), being movable or immovable, tangible or intangible, belonging to the Transferor Companies including but not limited to properties, plant and equipment's, furniture and fixtures, land and building (*whether freehold, leasehold, lease and licensed, right of way, tenancies and/or otherwise*), if any, bank balances, bank accounts in the name of the Transferor Companies, remittances in transit, bank deposits against bank guarantees, interest accrued on deposits, security deposits (*whether current or non-current*), capital advances, prepaid expenses, deferred costs (*whether current or non-current*), cash and cash equivalents, interest receivable, trade receivables (*including trade receivables from the related parties*), unbilled revenue (*including unbilled revenue from the related parties*), outstanding loans and advances (*short-term and long-term*), if any, recoverable in cash or in kind or for the value to be received including but not limited to loans and advances to suppliers, vendors, customers, staff, employees, others, balance with Governmental and Registration Authorities, prepaid expenses (*current and non-current*), fixed assets, inventories including goods in transit, finished goods, advances, direct and indirect tax credits and refunds, receivables, including refunds from Governmental and Registration Authorities, capital advances, trade receivables, accrued interest, other current and non-current assets, contribution to gratuity fund, permits, approvals, authorizations, telephone connections, telex, facsimile connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements that are in force on the Effective Date and all other interests, benefits, any other permits, approvals or authorizations under the applicable provisions of the Applicable Law(s), all past and present investments (*including the investments made by the Transferor Companies in overseas entities*), if any, other assets such as computer software and hardware, routers, all types of furniture and fixtures, vehicles (*whether freehold or encumbered*), office equipment, all types of lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements, if any, and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Companies (*hereinafter referred to as "Said Assets"*) and all documents of titles, receipts and easements in relation thereto or improvement, all rights, covenants, continuing rights, titles and interest in connection with Said Assets shall, unless otherwise agreed amongst the Transferor Companies and Transferee Company specifically, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in the Transferee Company in the mode and manner as prescribed in this Scheme on a going concern basis pursuant to provisions of section 234 read with sections 230 to 232 and other applicable provisions, if any, of the Act and pursuant to the order of the Tribunal or any other appropriate authority or forum including requisite approvals, consents and permissions under the applicable provisions of the Jersey Law, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing so as to become on and from Appointed Date, Said Assets of the Transferee Company.

9.2 Without prejudice to the above, in respect of the Said Assets of the Transferor Companies, including cash and bank balances, as are movable in nature or incorporeal property or are

J. Hilt
For and on behalf of
Castle Directors Limited

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Eric G.
For and on behalf of
JTC Directors Limited



otherwise capable of being transferred by delivery or possession or by endorsement and/or delivery, the same shall stand transferred to the Transferee Company upon coming into effect of this Scheme and shall upon such transfer become Said Assets of the Transferee Company with effect from the Appointed Date. In respect of any such assets, rights, titles and interests other than the Said Assets referred hereinabove, the same shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in Transferee Company pursuant to an order being made thereof by the Tribunal under section 234 read with sections 230 to 232 and other applicable provisions, if any, of the Act and in accordance with the requisite approvals, consents and permissions under the applicable provisions of the Jersey Law.

9.3 Without prejudice to the above, the Said Assets including the IPR of the Transferor Companies, if any, shall stand transferred to and vested and be deemed to be transferred to and vested in the name of the Transferee Company without any further act, instrument or deed. The Transferee Company, however, shall after the effectiveness of this Scheme, file relevant intimations with the concerned Governmental and Registration Authorities in relation to Amalgamation, if required, who shall take them on record pursuant to the order of Hon'ble Tribunal and in accordance with the requisite approvals, consents and permissions under the applicable provisions of the Jersey Law.

9.4 Upon coming into effect of this Scheme and with effect from the Appointed Date, all statutory licenses including but not limited to permits, quotas, approvals, permissions, clearances, incentives, consents and authorization orders and all other business certifications and all other registration certificates issued to the Transferor Companies under the Applicable Law(s) including but not limited to pension and/or superannuation fund or benefits and any other funds or benefits, if any, created by the Transferor Companies for the employees, any subsidies, concessions, grants, special reservations, rights, claims, leases, tenancy rights, liberties, benefits under applicable laws, facilities of every kind and description of whatsoever nature and other benefits or privileges, if any (*hereinafter referred to as "Said Rights and Interests"*), enjoyed or conferred upon or held or availed of and all rights and benefits that have accrued or which may accrue to Transferor Companies, shall, pursuant to the provisions of section 234 read with 232(4) of the Act and other applicable provisions of the Applicable Law(s) and in accordance with the requisite approvals, consents and permissions under the applicable provisions of the Jersey Law, without any further act, instrument or deed, upon the Scheme becoming effective, be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in and be available to the Transferee Company so as to become on and from the Appointed Date, Said Rights and Interests of the Transferor Companies, effective and enforceable on the same terms and conditions to the extent permissible under the Applicable Law(s) for the time being in force and shall be duly and appropriately notated or endorsed by the concerned Governmental and Registration Authorities therewith in favour of the Transferee Company.

9.5 It is further clarified that until the names of bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the existing bank accounts of the Transferor Companies, in so far, as may be necessary.

9.6 It is further clarified that, upon the Scheme becoming effective, all the investments in shares and securities held by the Transferor Companies shall stand transferred in the name of Transferee Company without any further act or deed.

10. TRANSFER AND VESTING OF LIABILITIES

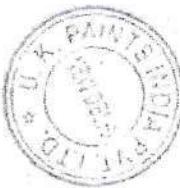
10.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, all secured and unsecured liabilities, borrowings (*long-term and short-term*), including

J. H. W.
For and on behalf of
Castle Directors Limited

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K. E. E.
For and on behalf of
JTC Directors Limited

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liabilities of every kind, nature and description, whatsoever and howsoever arising, whether present or future, including contractual liabilities, guarantees (*long-term and short term*), security deposits received, loans (*including loan from related parties which includes interest accrued*), contingent liabilities, non-trade payables, trade payables, retention money, payables for purchase of property, plant and equipments, creditors of other fixed assets, letters of credit, etc., if any, statutory liabilities/dues (*whether disputed or undisputed*), any kind of commitment or any other advances received (*whether disclosed or undisclosed*), duties, term loans from banks and financial institutions, book overdrafts, loan and advances (*whether long-term or short term*) from banks, customers, revenue received in advance, statutory dues payable, contribution in favour of employees, labour welfare funds, trade payables (*including dues from related parties*), short term borrowings from the related parties, supplier credits, staff and other creditors, dues of creditors, employee benefit payable, others employees costs, long term or short term provisions, advance from customers, provisions (*whether current or non-current*) including provisions for direct and indirect taxes payable, deferred tax liabilities and other obligations, if any, of the Transferor Companies, other current and non-current liabilities, if any, along with any charge, encumbrance, lien or security thereon, if any, and those arising out of proceedings of any nature (*hereinafter referred to as "Said Liabilities"*) shall also be transferred to and vested in or be deemed to be transferred to and stand vested, without any further act, instrument or deed in the Transferee Company pursuant to provisions of section 234 read with sections 230 to 232 and other applicable provisions, if any, of the Act and in accordance with the requisite approvals, consents and permissions under the applicable provisions of the Jersey Law, so as to become Said Liabilities of Transferee Company and further, it shall not be necessary to obtain separate consent of any third party or any person who is a party to any contract or arrangement by virtue of which such the Said Liabilities may have arisen and are to be transferred to the Transferee Company.

10.2 Upon this Scheme becoming effective and with effect from the Appointed Date, all liabilities, if any, of the Transferor Companies shall be transferred/dealt with in the following manner:

- All loans raised and utilized or incurred as part of the Said Liabilities, if any, by the Transferor Companies any time prior to the Appointed Date, shall be deemed to be transferred to and vested with the Transferee Company without any further act or deed.
- The borrowing limits, if any, of the Transferee Company shall, without any further act or deed, stand enhanced by an amount being the aggregate of Said Liabilities of the Transferor Companies which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company shall not be required to pass any separate resolutions or comply with any provisions of the Act, in this regard.
- It is clarified that so far the Said Assets of the Transferor Companies are concerned which have the security or charge, encumbrance or lien, if any, relating to securing the Said Liabilities or any other obligations of the Transferor Companies, shall, without any further act or deed continue to relate to such Said Assets after the Effective Date in the name of the Transferee Company and shall not extend to any other assets of the Transferee Company. However, it is expressly clarified that any such security or charge or encumbrance or lien shall not be entered to as security in relation to any assets of the Transferee Company, save to the extent as may be guaranteed or warranted by the terms of the existing security arrangements to which the Transferor Companies is a party and consistent with the joint obligations assumed by them under such arrangement or otherwise as may be agreed to by Board of the Transferee Company.

J. Hill
For and on behalf of
JTC Directors Limited

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L. G. Scott
For and on behalf of
JTC Directors Limited



d) Transferee Company, at its own cost, shall take all steps as may reasonably be necessary to enter into new or amended loan or security agreements or instruments and the like as may be necessary with the lender, such that the Transferee Company shall assume sole responsibility for repayment of borrowings.

10.3 Without prejudice to the other provisions of this Scheme and notwithstanding that vesting of movable and immovable properties of the Transferor Companies with the Transferee Company occurs by virtue of this Scheme itself, the Transferee Company, at any time upon coming into effect of this Scheme, may execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement or memorandum of understanding to which the Transferor Companies are parties, on the Effective Date, as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of this Scheme and/or subject to necessary approvals required under the Applicable Law(s) be deemed to be authorized to execute any such writings on behalf of the Transferor Companies to carry out or perform all such formalities or compliance, referred to above.

11. TRANSFER OF PROFITS, INCOMES, LOSSES AND EXPENDITURE

All profits or incomes or expenditure or losses including but not limited to dividend on investments etc., accruing or arising to the Transferor Companies or expenditure arising or incurred including interest expenses, bonus to employees, if any, to the Transferor Companies on and any time prior to the Appointed Date shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses, as the case may be, of the Transferee Company.

12. COMPLIANCE WITH IT ACT

This Scheme complies with the conditions relating to "amalgamation" as specified under section 2(1B) of the IT Act. If any terms and provisions of this Scheme are found or interpreted to be inconsistent with the said provisions at a later date, including resulting from an amendment of Applicable Law(s) or for any other reason whatsoever, then the provisions of such amended Section(s) of the IT Act or any other Applicable Law(s) shall prevail and this Scheme shall stand modified to the extent determined necessary to comply with conditions contained in section 2(1B) of the IT Act or any other Applicable Law(s), as may be amended from time to time. Such modification shall however not affect other parts of this Scheme.

13. LEGAL PROCEEDINGS

13.1 Upon coming into effect of this Scheme, all suits, actions and other proceedings including legal and taxation proceedings, if any, pending by or against the Transferor Companies, whether in India, Jersey or elsewhere, before any Governmental and Registration Authority, pending and/or arising on or before the Effective Date shall be continued and/or be enforced by or against the Transferee Company as effectually and in the same manner and extent as if the same has been instituted and/or pending and/or arising by or against the Transferee Company.

13.2 Upon the Scheme becoming effective, the Transferee Company is also expressly entitled to claim any refunds etc., pending before any Governmental and Registration Authority, whether in India, Jersey or elsewhere, on behalf of Transferor Companies, pursuant to the provisions of this Scheme.

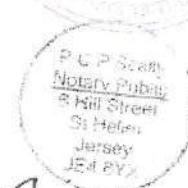
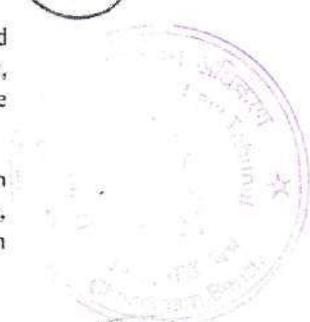
13.3 It is expressly specified that the Transferee Company undertakes to have all legal, taxation or other proceedings initiated by or against the Transferor Companies as referred above, be transferred to its name and shall have the same continued, prosecuted and enforced in its name.


For and on behalf of
Castle Directors Limited

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For and on behalf of
JTC Directors Limited



14. INTER COMPANY TRANSACTIONS

Without prejudice to the above provisions, upon the Scheme becoming effective and with effect from the Appointed Date, all inter-company transactions, inter-se between the Transferor Companies and the Transferee Company or between the Transferor Companies, including but not limited to:

- a) any loans, advances, payables, receivables, investments in shares and securities or otherwise and other obligations (*including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form*) which are due or outstanding or which may at any time in future; or
- b) any agreement/memorandum of understanding, executed amongst the aforesaid Companies which are due or outstanding or which may become due at any time in future.

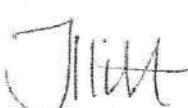
shall stand cancelled as on the Effective Date and shall be of no effect and the Transferor Companies and the Transferee Company shall have no further obligation outstanding in that behalf.

15. TREATMENT OF TAXES

- 15.1 Any liabilities including all liabilities under the relevant tax laws of Jersey, India or elsewhere, related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date or payable by the Transferor Companies in respect of the operations and/or the profits of the business immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 15.2 Any refund under the tax laws of Jersey, India or elsewhere, to the Transferor Companies consequent to the assessments made on the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 15.3 The Transferee Company shall be entitled to carry forward, avail or set-off any unutilized tax credit lying unutilized, if any, in the Transferor Companies on and from the Effective Date.
- 15.4 Upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns and other returns filed under the tax laws and to claim refunds, advance tax and withholding tax credits, etc., pursuant to the provisions of this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum.

16. EMPLOYEES

Upon the Scheme coming into effect, all staff, workmen and employees of the Transferor Companies in service as on the Appointed Date shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Appointed Date, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them in the Transferor Companies as at the Appointed Date. The Transferee Company further agrees that for the purpose of payment of any retirement benefit/compensation, such immediate uninterrupted past services with the Transferor Companies shall also be taken into account.



For and on behalf of
Castle Directors Limited

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For and on behalf of
JTC Directors Limited

17. CONTRACTS, DEEDS, RESOLUTIONS, ETC.

17.1 Subject to other provisions contained in this Scheme, all contracts, deeds, understandings, bonds, guarantees, agreements, instruments and writings and benefits of whatsoever nature, if any, to which any of the Transferor Companies are a party and are subsisting or having effect on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto or beneficiary or oblige thereto or thereunder.

17.2 Without prejudice to the generality of the foregoing, it is clarified that upon this Scheme becoming effective and with effect from the Appointed Date, all consents, agreements, permissions, all statutory or regulatory licences, certificates, insurance covers, clearances, authorities, power of attorney given by, issued to or executed in favour of the Transferor Companies or any instrument of whatsoever nature including various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed or availed by any of the Transferor Companies, granted by any Governmental or Registration Authorities, or by any other person, shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.

17.3 All resolutions of the Transferor Companies which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company

18. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

During the period between the approval of the Scheme by the Board of Directors of respective Companies and Effective Date, the Transferor Companies shall be deemed to carry on all their businesses and other incidental matters for and on account of and in trust for the Transferee Company with reasonable diligence and due business prudence in the same manner as carried before and shall not without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of any of such Said Assets or such Said Rights and Interests or IPR and their business undertaking(s) or any part thereof, save and except in each case:

- a) If it is in the ordinary course of business of the Transferor Companies; or
- b) If the same is expressly permitted by this Scheme.

19. SAVING OF CONCLUDED TRANSACTION

The transfer and vesting of the assets, liabilities and obligations pertaining to the Transferor Companies to the Transferee Company and the continuance of all contracts or proceedings by or against the Transferee Company shall not affect any contracts or proceedings, already concluded by the Transferor Companies, on or before the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds, matters and things done and/or executed by the Transferor Companies in regard thereto as having been done or executed on behalf of the Transferee Company.

PART C

CONSIDERATION AND ACCOUNTING TREATMENT FOR AMALGAMATION

20. CONSIDERATION

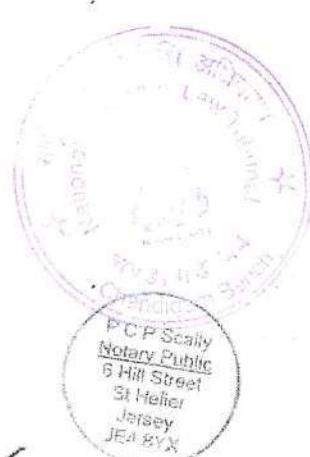
Since, the Transferor Companies are, directly or indirectly, wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the shares

For and on behalf of
Castle Directors Limited

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For and on behalf of
JTC Directors Limited

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as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries/nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled.

21. ACCOUNTING TREATMENT FOR AMALGAMATION

Upon the coming into effect of this Scheme, the Amalgamation of the Transferor Companies with the Transferee Company shall be accounted for as per 'Pooling of Interest Method' as laid down in Appendix C of the "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time such that:

- 21.1 All the assets and liabilities recorded in the books of the Transferor Companies shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their respective book values as appearing in the books of the Transferor Companies, as on the Appointed Date.
- 21.2 All the reserves of the Transferor Companies under different heads shall become the corresponding reserves of the Transferee Company.
- 21.3 Inter-company balances including loans and advances, if any, shall be eliminated.
- 21.4 The investments in the equity share capital of the Transferor Companies as appearing in the books of accounts of the Transferee Company, shall stand cancelled.
- 21.5 In case of any differences in the accounting policies between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date of Amalgamation will be quantified and adjusted as per applicable provisions of IND AS 103 to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policies.
- 21.6 In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with the scheme, to comply with any of the applicable accounting standards adopted in India.

PART D

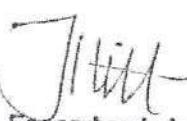
MISCELLANEOUS PROVISIONS AND CONDITIONALITY OF THE SCHEME

22. DISSOLUTION OF TRANSFEROR COMPANIES

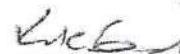
Upon effectiveness of the Scheme and subject at all times to the satisfaction of the conditions as specified under clause 8 of this Scheme (*i.e. provisions under Jersey Law pertaining to merger*), the Transferor Companies shall, without any further act, instrument or deed, be accordingly removed from the register maintained by the Registrar and the Board of Directors of the Transferor Companies shall without any further act, instrument or deed be and stand discharged.

23. APPLICATION TO THE TRIBUNAL

The Transferee Company shall, with all reasonable documents/ annexures dispatch, make necessary applications/petitions under section 234 read with sections 230 to 232 and other applicable provisions of the Act, to the Tribunal for seeking sanction of this Scheme. The Transferor Companies shall take all necessary steps for sanctioning of this Scheme and for their dissolution without winding up and apply for and obtain requisite approvals in this regard under the applicable laws of Jersey.

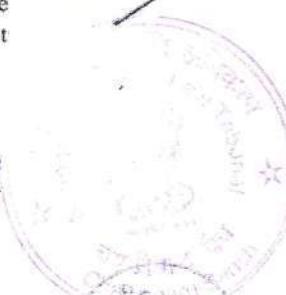

For and on behalf of
Castle Directors Limited

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For and on behalf of
JTC Directors Limited








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24. MODIFICATION OR AMENDMENTS TO THE SCHEME

24.1 The Board of Directors of Transferor Companies and the Transferee Company reserves the right to withdraw the Scheme at any time before the 'Effective Date' and may assent to any modifications/ amendments to this Scheme or to any conditions or limitations that the Hon'ble Tribunal and/or Governmental and Registration Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board). The Board of the Transferor Companies and the Transferee Company be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of NCLT or any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith and to do all acts, deeds, matters and things and take all such steps as may be necessary, desirable or expedient for putting the Scheme into effect.

24.2 In the event of any of the conditions imposed by the Hon'ble Tribunal or Governmental and Registration Authority, which the Transferor Companies and/or the Transferee Company may find unacceptable for any reason, in whole or in part, then the Transferor Companies and/or the Transferee Company are at liberty to withdraw the Scheme.

25. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

25.1 The approval of the Scheme by the respective requisite majorities in number and value of the shareholders and/or creditors (*where applicable*) of the Companies, as required under the provisions of the Act and other applicable provisions of Jersey Law;

25.2 The requisite consent, approval or permission of JFSC and fulfilment of conditions as specified under Clause 8 of the Scheme;

25.3 The sanction of the Scheme by the Tribunal under section 234 read with sections 230 to 232 and other relevant provisions of the Act and the requisite order of the Tribunal being obtained;

25.4 Any other sanction or approval of the Governmental and Registration Authority, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Companies and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required; and

25.5 Certified copy of order of the Hon'ble Tribunal sanctioning the Scheme being filed with the RoC by the Transferee Company as per the provisions of the Act.

26. COMPLIANCE WITH FOREIGN EXCHANGE MANAGEMENT (CROSS BORDER MERGER) REGULATIONS, 2018

26.1. This Scheme is undertaken and is in accordance with the applicable provisions of Foreign Exchange Management (Cross Border Merger) Regulations, 2018 as specified by Reserve Bank of India ("RBI") vide notification No. FEMA.389/2018-RB dated March 20, 2018 ("Merger Regulations") read with rule 25A of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and is therefore, considered to have a deemed approval from RBI in terms of regulation 9 of the Merger Regulations.

27. EFFECT OF NON-RECEIPT OF APPROVALS

27.1. In the event of any of the said sanctions and approvals referred in the Scheme not being obtained and/or complied with and/or satisfied, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.



27.2. In the event of revocation of the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter se to the Transferor Companies and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law(s) and in such case, each company shall bear its own costs unless otherwise mutually agreed.

27.3. The Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme could have adverse implications on the Transferor Companies and/or Transferee Company.

28. SEVERABILITY

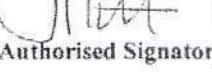
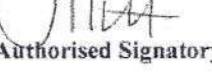
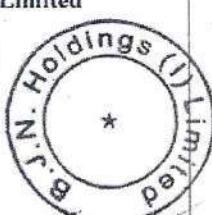
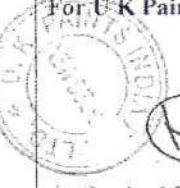
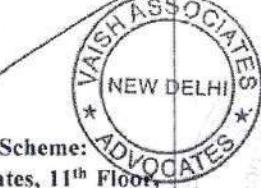
If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors of the Companies, affect the validity or implementation of the other parts and/or provisions of this Scheme.

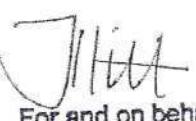
29. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly provided) of the Transferor Companies and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

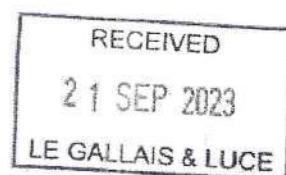
30. MISCELLANEOUS

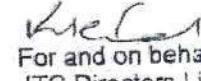
In case any doubt or difference or issue arises between the Companies or any of their shareholders, creditors, employees or persons entitled to or claiming any right to any shares in any of the Companies, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled amongst the Boards of the respective Companies, and the decision arrived at therein shall be final and binding on all concerned parties.

| | |
|--|--|
| <p>For U. K. Paints (Overseas) Limited</p>  <p>Authorised Signatory</p>  <p>Authorised Signatory</p>  | <p>For B.J.N. Holdings (I) Limited</p>  <p>Authorised Signatory</p>  <p>Authorised Signatory</p>  |
| <p>For U.K Paints (India) Private Limited</p>   <p>Authorised Signatory</p> | <p>Legal Consultants of the Scheme: Vaish Associates, Advocates, 11th Floor, Mohan Dev Building, 13, Tolstoy Marg, New Delhi-110001</p>   |


For and on behalf of
Castle Directors Limited

Page 15 of 15




For and on behalf of
JTC Directors Limited

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APOSTILLE

(Hague Convention of 5 October 1961/Convention de La Haye du 5 octobre 1961)

BAILIWICK OF JERSEY

1. Country: Jersey, Channel Islands
Pays: Jersey, Iles de la Manche.

This public document / Le présent acte public

2. Has been signed by **P C P SCALLY**
A été signé par

3. Acting in the capacity of **NOTARY PUBLIC**
Agissant en qualité de

4. Bears the seal/stamp of **THE SAID NOTARY PUBLIC**
Est revêtu du sceau/timbre de

Certified/Attesté

5. At St. Helier/à St. Helier 6. The/le **26 September 2023**

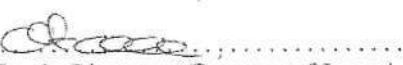
7. By Her Britannic Majesty's Lieutenant Governor of Jersey/
Par le Lieutenant Gouverneur de Sa Majesté Britannique à Jersey

8. Number/sous No. **JYG 162629**

9. Stamp:
Timbre:



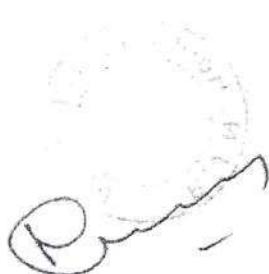
10. Signature:

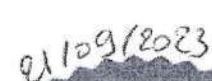


C.L. FALLE

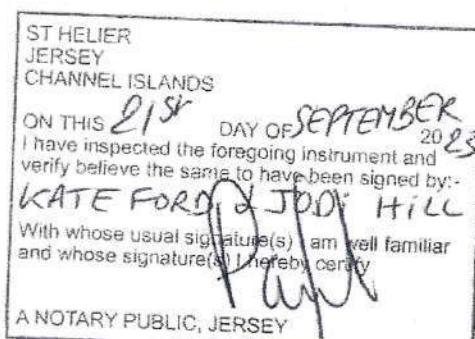
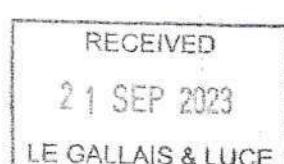
For the Lieutenant Governor of Jersey/
Pour le Lieutenant Gouverneur de Jersey

If this document is to be used in a country which is not party to the Hague Convention of 5 October 1961, it should be sent to the consular section of the mission representing that country.






Paul Clifford Peter Scally





**Jersey Financial
Services Commission
Registry**

The Company Secretary
JTC (JERSEY) LIMITED
28 Esplanade
St. Helier
Jersey
JE2 3QA

25/10/2024

Dear Sir / Madam,

Please take this letter as confirmation that the Merger submitted for the companies U.K. Paints (Overseas) Limited, B.J.N. Holdings (I) Limited and U K Paints (India) Private Limited was approved by the Registry on 24/10/2024.

The Registry will wait for further instructions from yourselves of when you would like the Merger to be registered.

We look forward to hearing from you in due course.

Yours faithfully

For and on behalf of the Registrar of Companies

T +44 (0)1534 822030
E registry@jerseyfsc.org

PO Box 267 14-18 Castle Street
St Helier Jersey JE4 8TP



jerseyfsc.org/registry

We, the JFSC may use the information you send to us, together with other information which comes from or relates to you, to discharge our functions effectively. To better understand your rights and how we handle your information, we would encourage you to read our Privacy Notice and Data Protection Statement, copies of which are available on request and are also on jerseyfsc.org

JFSC Confidential
Whistleblowing Line:
T +44 (0)1534 887557



U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)
Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144
(Formerly known as U. K. Paints (India) Limited)

Date: 31.12.2025

| To, | To, | To, |
|--|--|---|
| <p>The Department of Corporate Services, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 509480</p> | <p>The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: BERGEPAINT</p> | <p>The Listing Department The Calcutta Stock Exchange Ltd. 7 Lyons Range, Kolkata - 700001 Scrip Code: 12529</p> |

Dear Sir/ Ma'am,

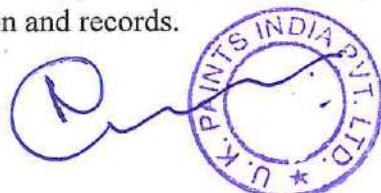
Subject: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the acquisition of registered ownership of equity shares of Berger Paints India Limited, pursuant to the scheme of amalgamation.

Reference: Target Company [Berger Paints India Limited (CIN: L51434WB1923PLC004793)], ISIN INE463A01038.

We, U K Paints (India) Private Limited, having registered office at 2nd Floor, Shopping Arcade, Malibu Town, Sohna Road, Sector 47, Gurugram, Haryana - 122018, hereby submit the disclosure under Regulation 29(2) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), for **Acquisition of Registered Ownership of** 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of Berger Paints India Limited (“Subject Shares”), pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) *i.e.*, the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) *i.e.*, an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission vide approval letter dated 24th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh vide order dated 23rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended.

Please note that the aforementioned acquisition of registered ownership of Subject Shares falls within the exemption provided under Regulation 10(1)(a)(iii) of the Takeover Regulations.

In this connection, necessary disclosure under Regulation 29(2) of the Takeover Regulations in the prescribed format, is enclosed herewith for your information and records.





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Thanking You,

For U K Paints (India) Private Limited



Naveen Choudhary
Whole- Time Director
DIN: 00194483

Ans

Date: 31.12.2025

Place: New Delhi

Encl.: Disclosure under Regulation 29(2) of the Takeover Regulations

CC

To,

The Company Secretary

Berger Paints India Limited

Regd. Office: Berger House, 129 Park Street, Kolkata, West Bengal – 700017, India

Email: arunitoganguly@bergerindia.com

U. K. PAINTS (INDIA) PVT. LIMITED

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Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

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Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

Format for disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|--|---|---|
| Name of the Target Company (TC) | Berger Paints India Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer. | Name of Acquirer – U K Paints (India) Private Limited Name of PACs with the Acquirer – <ul style="list-style-type: none"> i. KSD Family Trust ii. GBS Dhingra Family Trust iii. Kuldip Singh Dhingra iv. Gurbachan Singh Dhingra v. Vinu Dhingra vi. Meeta Dhingra vii. Kanwardip Singh Dhingra viii. Anshana Sawhney ix. Jessima Kumar x. Rishma Kaur xi. Sunaina Kohli xii. Dipti Dhingra xiii. Citland Commercial Credits Ltd xiv. Wang Investment And Finance Pvt Ltd xv. Bigg Investments And Finance Private Limited xvi. Jenson & Nicholson (Asia) Limited | | |
| Whether the acquirer belongs to Promoter/Promoter Group | Yes (Member of the Promoter Group) | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are listed | <ul style="list-style-type: none"> ▪ BSE Limited [Scrip Code: 509480] ▪ National Stock Exchange of India Limited [Symbol: BERGEPAINT] ▪ The Calcutta Stock Exchange Ltd [Scrip Code: 12529] | | |
| Details of the acquisition/ disposal as follows | Number | % w.r.t. total share/ voting capital wherever applicable | % w.r.t. total diluted share/ voting capital of the TC |
| Before the acquisition under consideration, holding of acquirer: | | | |
| a) Shares carrying voting rights | 58,40,35,478 | 50.09 | 50.09 |



U. K. PAINTS (INDIA) PVT. LIMITED

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Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,

New Delhi-110 048 (India)

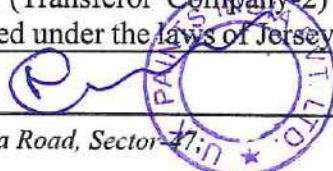
Phone : H.O. 29240394-6

E-mail : cs@ukpaints.co.in

CIN : U24222HR1979PTC098144

(Formerly known as U. K. Paints (India) Limited)

| | | | |
|--|--|--------------|--------------|
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by equity shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 58,40,35,478 | 50.09 | 50.09 |
| Details of acquisition/disposal | | | |
| a) Shares carrying voting rights acquired/sold | 16,87,88,138 | 14.48 | 14.48 |
| b) VRs acquired/sold otherwise than by equity shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | - | - | - |
| d) Shares encumbered/invoked/released by the acquirer | - | - | - |
| e) Total (a+b+c+d) | 16,87,88,138 | 14.48 | 14.48 |
| After the acquisition/ disposal, holding of acquirer: | | | |
| a) Shares carrying voting rights | 75,28,23,616 | 64.57 | 64.57 |
| b) Shares encumbered with the acquirer | - | - | - |
| c) VRs otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 75,28,23,616 | 64.57 | 64.57 |
| Mode of acquisition/ disposal (e.g. open market/ off-market/ public issue / rights issue / preferential allotment / inter-se transfer etc.) | Off-market acquisition of registered ownership of 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of the Target Company, pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) i.e., the entities incorporated under the laws of Jersey and | | |





U. K. PAINTS (INDIA) PVT. LIMITED

PROP. OF U.K. PAINT INDUSTRIES

Head Office : 19, DDA Commercial Complex, Kailash Colony Extn.,
New Delhi-110 048 (India)
Phone : H.O. 29240394-6
E-mail : cs@ukpaints.co.in
CIN : U24222HR1979PTC098144
(Formerly known as U. K. Paints (India) Limited)

| | |
|--|---|
| | U K Paints (India) Private Limited (Transferee Company) i.e., an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission vide approval letter dated 24 th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh vide order dated 23 rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended. |
| Date of acquisition/ disposal of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable | Date of Acquisition: 29.12.2025 |
| Equity share capital/ total voting capital of the TC before the said acquisition/ disposal | Rs. 116,58,94,779 divided into 116,58,94,779 equity shares of face value of Re. 1/- each. |
| Equity share capital/ total voting capital of the TC after the said acquisition/ disposal | Rs. 116,58,94,779 divided into 116,58,94,779 equity shares of face value of Re. 1/- each. |
| Total diluted share/voting capital of the TC after the said acquisition/ disposal | Rs. 116,58,94,779 divided into 116,58,94,779 equity shares of face value of Re. 1/- each. |

Thanking You,

For U K Paints (India) Private Limited

Naveen Choudhary
Whole- Time Director
DIN: 00194483

Date: 31.12.2025
Place: New Delhi

Date: 31.12.2025

| | | |
|---|---|--|
| To, The Department of Corporate Services, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 509480 | To, The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: BERGEPAINT | To, The Listing Department The Calcutta Stock Exchange Ltd. 7 Lyons Range, Kolkata - 700001 Scrip Code: 12529 |
|---|---|--|

Dear Sir/ Ma'am,

Subject: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the disposal of registered ownership of equity shares of Berger Paints India Limited, pursuant to the scheme of amalgamation.

Reference: Target Company [Berger Paints India Limited (CIN: L51434WB1923PLC004793)], ISIN INE463A01038.

We, Jenson & Nicholson (Asia) Limited, having office at Apex House, Grand Arcade, London, England, N12 0EH, hereby submit the disclosure under Regulation 29(2) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), for **Disposal of Registered Ownership** of 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of Berger Paints India Limited (“**Subject Shares**”), pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) *i.e.*, the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) *i.e.*, an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission vide approval letter dated 24th October 2024 and by the Hon’ble National Company Law Tribunal, Bench-II at Chandigarh vide order dated 23rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended.

Please note that the aforementioned disposal of registered ownership of Subject Shares of the Target Company falls within the exemption provided under Regulation 10(1)(a)(iii) of the Takeover Regulations.

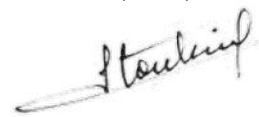
In this connection, necessary disclosure under Regulation 29(2) of the Takeover Regulations in the prescribed format, is enclosed herewith for your information and records.

JENSON & NICHOLSON (ASIA) LIMITED

Apex House , Grand Arcade , Tally Ho Corner , London , N12 0EH
Phone – 0203 802 7810, 0208 390 6861

Thanking You,

For Jenson & Nicholson (Asia) Limited



Jean Claude Loutreuil
Director

Date: 31.12.2025

Place: London

Encl.: Disclosure under Regulation 29(2) of the Takeover Regulations

CC

To,

The Company Secretary

Berger Paints India Limited

Regd. Office: Berger House, 129 Park Street, Kolkata, West Bengal – 700017, India

Email: arunitoganguly@bergerindia.com

JENSON & NICHOLSON (ASIA) LIMITED

Apex House , Grand Arcade , Tally Ho Corner , London , N12 0EH
Phone – 0203 802 7810, 0208 390 6861

Format for disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Berger Paints India Limited | | |
| Name(s) of the seller and Persons Acting in Concert (PAC) with the seller. | <p>Name of Seller – Jenson & Nicholson (Asia) Limited</p> <p>Name of PACs with the Seller –</p> <ul style="list-style-type: none"> i. KSD Family Trust ii. GBS Dhingra Family Trust iii. Kuldip Singh Dhingra iv. Gurbachan Singh Dhingra v. Vinu Dhingra vi. Meeta Dhingra vii. Kanwardip Singh Dhingra viii. Anshana Sawhney ix. Jessima Kumar x. Rishma Kaur xi. Sunaina Kohli xii. Dipti Dhingra xiii. Citland Commercial Credits Ltd xiv. Wang Investment And Finance Pvt Ltd xv. Bigg Investments And Finance Private Limited xvi. U K Paints (India) Private Limited | | |
| Whether the seller belongs to Promoter/Promoter Group | Yes (Member of the Promoter Group) | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are listed | <ul style="list-style-type: none"> ▪ BSE Limited [Scrip Code: 509480] ▪ National Stock Exchange of India Limited [Symbol: BERGEPAINT] ▪ The Calcutta Stock Exchange Ltd [Scrip Code: 12529] | | |
| Details of the acquisition/disposal as follows: | Number | % w.r.t. total share/ voting capital wherever applicable | % w.r.t. total diluted share/ voting capital of the TC |
| Before the disposal under consideration, holding of seller: | | | |
| a) Shares carrying voting rights | 16,87,88,138 | 14.48 | 14.48 |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by equity shares | - | - | - |

JENSON & NICHOLSON (ASIA) LIMITED

Apex House , Grand Arcade , Tally Ho Corner , London , N12 0EH
Phone – 0203 802 7810, 0208 390 6861

| | | | |
|--|--|--------------|--------------|
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 16,87,88,138 | 14.48 | 14.48 |
| Details of acquisition/disposal | | | |
| a) Shares carrying voting rights acquired /sold | 16,87,88,138 | 14.48 | 14.48 |
| b) VRs acquired /sold otherwise than by equity shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold | - | - | - |
| d) Shares encumbered/invoked/released by the acquirer | - | - | - |
| e) Total (a+b+c+d) | 16,87,88,138 | 14.48 | 14.48 |
| After the acquisition/disposal, holding of acquirer: | | | |
| a) Shares carrying voting rights | - | - | - |
| b) Shares encumbered with the acquirer | - | - | - |
| c) VRs otherwise than by shares | | | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | - | - | - |
| Mode of acquisition /disposal (e.g. open market/ off-market/ public issue / rights issue / preferential allotment / inter-se transfer etc.) | Off-market disposal of registered ownership of 16,87,88,138 (Sixteen Crore Eighty-Seven Lakh Eighty-Eight Thousand One Hundred and Thirty-Eight) equity shares of the Target Company, pursuant to the scheme of amalgamation amongst U.K. Paints (Overseas) Limited (Transferor Company-1), B.J.N. Holdings (I) Limited (Transferor Company-2) <i>i.e.</i> , the entities incorporated under the laws of Jersey and U K Paints (India) Private Limited (Transferee Company) <i>i.e.</i> , an entity incorporated under the laws of India, duly sanctioned by the Jersey Financial Services Commission vide approval letter dated 24 th October 2024 and by the Hon'ble National Company Law Tribunal, Bench-II at Chandigarh vide order dated 23 rd May 2025, in terms of the provisions of sections 230 to 232 read with section 234 of the Companies Act, 2013 and Companies | | |

JENSON & NICHOLSON (ASIA) LIMITED

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Phone – 0203 802 7810, 0208 390 6861

| | |
|--|---|
| | (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended. |
| Date of acquisition / disposal of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable | Date of Disposal: 29.12.2025 |
| Equity share capital/ total voting capital of the TC before the said acquisition / disposal | Rs. 116,58,94,779 divided into 116,58,94,779 equity shares of face value of Re. 1/- each. |
| Equity share capital/ total voting capital of the TC after the said acquisition / disposal | Rs. 116,58,94,779 divided into 116,58,94,779 equity shares of face value of Re. 1/- each. |
| Total diluted share/voting capital of the TC after the said acquisition /disposal | Rs. 116,58,94,779 divided into 116,58,94,779 equity shares of face value of Re. 1/- each. |

Thanking You,
For **Jenson & Nicholson (Asia) Limited**



Jean Claude Loutreuil
Director

Date: 31.12.2025

Place: London