

**Asian Paints Limited**

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APL/SEC/08/369

25th October, 2016

BSE Limited**Corporate Relationship Department**

P J Towers, 25th Floor,
Dalal Street, Fort,
Mumbai – 400 001

Sir/Madam,

Sub: Intimation of Scheme of Amalgamation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**LODR Regulations**”), this is to inform you that the Board of Directors of Asian Paints Limited (the “**Company**”) at its meeting held today, *inter alia*, approved the Scheme of amalgamation of Asian Paints (International) Limited, Mauritius, wholly owned subsidiary of the Company with Asian Paints Limited, pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (to the extent notified) (“**Scheme**”).

The Scheme will come into effect subject to the approval from the Stock Exchanges, Hon’ble Bombay High Court and such other statutory authorities as may be required in India and Mauritius.

It may be noted that the proposed Scheme has been reviewed and recommended for approval by the Audit Committee of the Board of the Company at its meeting held on 24th October, 2016.

Enclosed as **Annexure A** is the information pursuant to Regulation 30 of the LODR Regulations.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**


JAYESH MERCHANT
CFO & COMPANY SECRETARY,
PRESIDENT – INDUSTRIAL JVs

CC: The National Stock Exchange of India Limited



ANNEXURE A

Disclosure of Information Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

1. Details of the Transferor and Transferee Companies:

Transferor Entity: Asian Paints (International) Limited ("**Transferor Company**") is a private company limited by shares, incorporated on September 3, 1999 under the provisions of the Mauritius Companies Act and having its registered office at 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius. The Transferor Company is engaged in the business of investment holding.

Transferee Entity: Asian Paints Limited (the "**Company**") is a public company incorporated on October 24, 1945 under the provisions of the (Indian) Companies Act, 1913 and having its registered office at 6A Shantinagar, Santacruz (East), Mumbai, Maharashtra, India, 400055. The shares of the Transferee Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together referred to as the "**Stock Exchanges**"). The Company is engaged in the business of manufacturing (i) paints, varnishes, enamels or lacquers (ii) surfacing preparations; organic composite solvents and thinners, and other related products (iii) organic and inorganic compounds, etc. (iv) home improvement products such as bath, sinks, washbasins and similar articles.

Particulars	Net worth		Total revenue	
	31 st March, 2016	30 th September, 2016	31 st March, 2016	30 th September, 2016
Asian Paints Limited	Rs. 4,963.16 crores (as per previous Indian GAAP)	Rs. 6,336.36 crores (as per IND AS)	Rs. 12,871.18 crores (as per previous Indian GAAP)	Rs. 7,124.50 crores (as per IND AS)
Asian Paints (International) Limited	USD 60.59 Mn*	USD 61.41 Mn**	USD 2.30 Mn*	USD 0.02 Mn**

* 1 USD = 66.25 INR as on 31st March, 2016

** 1 USD = 66.61 INR as on 30th September, 2016

The Transferor Company is a wholly-owned subsidiary of the Company; however the proposed amalgamation is not a related party transaction since the same is subject to the sanction of the Hon'ble Bombay High Court. Further, pursuant to regulation 23(5) (b) of the LODR Regulations, the related party provisions under the LODR Regulations are not applicable to the proposed Scheme.



2. Details of the Proposed Scheme:

The proposed scheme of amalgamation of Asian Paints (International) Limited (Transferor Company) with Asian Paints Limited (Transferee Company), under Sections 391 and 394 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 (to the extent notified) ("**Scheme**") provides for the amalgamation of the Transferor Company with the Company. The salient features of the proposed Scheme are, *inter alia*, as follows:

- (i) The Appointed Date for the proposed Scheme is January 1, 2017.
- (ii) All assets and liabilities of the Transferor Company would stand transferred to the Company, including the transfer of the entire business of the Transferor Company as a going concern, to the Company, as more particularly set out in the draft Scheme.
- (iii) The Transferor Company is a wholly owned subsidiary of the Company. Therefore, pursuant to the proposed Scheme, all shares held by the Company in the share capital of the Transferor Company as on the Effective Date will stand cancelled. In consideration of the proposed Scheme, no new shares will issued by the Company.
- (iv) The proposed Scheme will be filed with the Stock Exchanges in compliance with the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.
- (v) The proposed Scheme is conditional upon and subject to, *inter alia*: (a) the requisite sanction/approval of the Appropriate Authorities in India and in Mauritius; (b) the respective approvals of the shareholders and creditors of the Transferor Company and the Company; (c) the issuance of the observation/ no-objection letters by the Stock Exchanges and comments from SEBI, if any; (d) sanction of the proposed Scheme by the Hon'ble High Court of Bombay; and (e) compliance by the Transferor Company with requisite provisions of its Applicable Law (including, without limitation, all necessary filings required to be made under the laws of Mauritius).

3. Rationale for the Proposed Scheme:

The proposed Scheme would *inter alia* result in the following benefits for the Company:

- (i) Rationalizing multiple foreign subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and reorganizing the legal entities in the group structure so as to obtain significant cost savings and/or simplification benefits;
- (ii) Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Company;
- (iii) Elimination of administrative functions and multiple record-keeping, thus resulting in reduced expenditure; and
- (iv) The amalgamation pursuant to the Scheme will create a focused platform for future growth of the Company.



4. Details of Change in Shareholding Pattern:

There will be no change in the shareholding pattern of the Company pursuant to the proposed Scheme as no shares are being issued by the Company in consideration of the proposed Scheme.

5. Nature of Consideration:

As the Transferor Company is a wholly-owned subsidiary of the Company, the entire share capital of the Transferor Company is held by the Company. Therefore, upon the proposed Scheme becoming effective, all shares held by the Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed, upon this Scheme becoming effective. In lieu thereof, no allotment of any new shares or any payment will be made by the Company to the shareholders of the Transferor Company.

