# 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:** 17 July 2025

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

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 beneficial 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)(d)(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 beneficial 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**"), 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 beneficial ownership of Subject Shares of the Target Company falls within the exemption provided under Regulation 10(1)(d)(iii) of the Takeover Regulations.

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It is further to be noted that pursuant to the aforementioned acquisition of beneficial 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:** 17 July 2025
**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

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**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 |
| 3 | Name of the stock exchange where shares of the TC are listed | ▪ BSE Limited [**Scrip Code:** 509480]<br>▪ National Stock Exchange of India Limited [**Symbol:** BERGEPAINT]<br>▪ 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 beneficial ownership of 16,87,88,138 equity shares constituting 14.48% of the equity share capital of the Target Company, 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. |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer | Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"). |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | Not Applicable |



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| | | | | | | |
|---|---|---|---|---|---|---|
| 7 | Details of acquisition | | **Disclosures required to be made under regulation 10(5)** | | **Whether the disclosures under regulation 10(5) are actually made** | |
| | a. | Name of the transferor / seller | Not Applicable | | | |
| | b. | Date of acquisition | | | | |
| | c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above. | | | | |
| | d. | Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC. | | | | |
| | e. | Price at which shares are proposed to be acquired/ actually acquired. | | | | |
| 8 | Shareholding details | | **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* | 64.57 |
| | **b.** | **Each Seller/ Transferor:** | | | | |
| | 1. | B.J.N. Holdings (I) Limited | 16,87,88,138* | 14.48 | Nil* | Nil |

** B.J.N. Holdings (I) Limited ("**Transferor Company-2**") was holding beneficial ownership of 16,87,88,138 equity shares ("**Subject Shares**") constituting 14.48% of the total equity share capital of the Target Company through its wholly owned subsidiary company namely, Jenson & Nicholson (Asia) Limited, an entity incorporated under the laws of Jersey ("**JNA Jersey**") i.e., registered shareholder of the Subject Shares.*

*Upon the Scheme becoming effective, (a) the beneficial ownership of the Subject Shares as was held by the Transferor Company-2 stood transferred to the Transferee Company/ Acquirer, and (b) the registered*

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*shareholder in respect of the Subject Shares, i.e., JNA Jersey, became a direct wholly owned subsidiary of the Transferee Company/ Acquirer.*

Thanking You,

For **U K Paints (India) Private Limited**

U. K. PAINTS (INDIA) PVT. LTD.

**Naveen Choudhary**
**Whole-Time Director**
**DIN: 00194483**

**Date:** 17 July 2025
**Place:** New Delhi