



11th August, 2025

- | | |
|--|---|
| <p>1. Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.</p> | <p>2. Manager – Listing National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.</p> |
|--|---|

Sub.: Scheme of Amalgamation of Nerofix Private Limited (wholly owned subsidiary) with Kansai Nerolac Paints Limited

Ref.: 1. Regulation 30 (read with Schedule III - Part A, Para A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

2. BSE Scrip Code- 500165, NSE Symbol- KANSAINER

Dear Sirs,

This is to inform you that the Board of Directors of Kansai Nerolac Paints Limited (the Company) has, in its meeting held today, Monday, 11th August, 2025, approved the Scheme of Amalgamation (“the Scheme”) of the Company's wholly owned subsidiary, Nerofix Private Limited with the Company, subject to the approval of the Equity Shareholders and Creditors of Nerofix Private Limited and our Company and the necessary approvals from various regulatory authorities.

The Appointed date i.e. the date from which the Scheme shall come into force, is 1st April, 2025.

On the Scheme being effective, the entire paid-up Equity Share Capital of Nerofix Private Limited held by the Company, shall stand automatically cancelled and there will not be any issue and allotment of shares of the Company. Further, the entire business and undertaking of Nerofix Private Limited including all their properties and assets shall be transferred to and vested to the Company so as to become the properties and assets of the Company. Also, all debts, liabilities, duties and obligations of Nerofix Private Limited, shall be transferred to the Company.

The requisite disclosure as required as per the requirement of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 11th November, 2024 is annexed herewith.

The Board Meeting commenced at 2.30 p.m. and concluded at 3 p.m.

For **KANSAI NEROLAC PAINTS LIMITED**

G. T. GOVINDARAJAN
COMPANY SECRETARY

Encl.: As above.

KANSAI NEROLAC PAINTS LIMITED

Registered Office : 28th Floor, A-wing, Marathon Futorex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013, India T: +91 22 4060 2500/2501 | www.nerolac.com
CIN: L24202MH1920PLC000825

Annexure

The requisite disclosure as required as per the requirement of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 11th November, 2024 is as under:

| Sr. No. | Particulars | Details | |
|---------|--|--|--|
| | | Name of the Entities | Turnover as on 31st March, 2025 |
| 1. | Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc. | <i>Proposal for merger of</i> Nerofix Private Limited <i>with</i> Kansai Nerolac Paints Limited | Rs. 125.33 Crore Rs. 7,496.71 Crore |
| 2. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length". | Since Nerofix Private Limited is wholly owned subsidiary of Kansai Nerolac Paints Limited, the transaction is a related party transaction. As the proposed merger will provide the benefits of synergy, economies of scale, growth and expansion to our Company and no issue of shares or share exchange is involved, the merger can be considered as one at "arm's length". | |
| 3. | Area of business of the entity(ies). | Nerofix Private Limited is in the business of adhesives and other paint related products. The products manufactured and sold by Nerofix are incidental and ancillary to the business of the Company which is manufacture and sale of paints, coatings, and other related materials. | |
| 4. | Rationale for amalgamation/merger. | The merger will provide benefits for synergy, economies of scale, growth, and expansion to our Company. | |
| 5. | In case of cash consideration – amount or otherwise share exchange ratio. | The current proposal is for merger of Nerofix Private Limited, wholly owned subsidiary with the Company. So, there is no cash consideration involved. The Company will take over the assets and liabilities of Nerofix Private Limited and the shares held by our Company in Nerofix Private Limited would be cancelled. There is no share exchange ratio involved. | |
| 6. | Brief details of change in shareholding pattern (if any) of listed entity. | No change in the shareholding of our Company. The proposal is for merger of wholly owned subsidiary of the Company with the Company. | |

KANSAI NEROLAC PAINTS LIMITED