



SE/CS/2024-25/63

12th March, 2025

To,
BSE Limited
Listing Department
P.J. Tower, Dalal Street
Fort, Mumbai 400 001.
Company Scrip Code: 530871

To,
National Stock Exchange of India
Listing Department
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Company Scrip Code : CHEMBOND

Dear Sir/Madam,

Sub.: Update on the Composite Scheme of Arrangement

In connection with the Composite Scheme of Arrangement between Chembond Chemicals Limited (“Demerged Company” / “Transferee Company”/ “CCL”) and Chembond Chemical Specialties Limited (“Resulting Company”/ “CCSL”) and Chembond Clean Water Technologies Limited (“Transferor Company No. 1” or “CCWTL”) and Chembond Material Technologies Private Limited (“Transferor Company No. 2” or “CMTPL”) and Phiroze Sethna Private Limited (“Transferor Company No. 3” or “PSPL”) and Gramos Chemicals (India) Private Limited (“Transferor Company No. 4” or “GCIPL”) and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 along with applicable rules made thereunder including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

We would like to inform you that, Company has dispatched Option Forms Letter I to all Physical Shareholders requesting them to convert their physical shares into demat form and submit the details of their demat account at least 7 days prior to the Record date. The Record date will be communicated to shareholders and Stock Exchange(s) in due course after receipt of Order copy from Hon’ble National Company Law Tribunal, Mumbai Bench.

We enclose herewith copy of Option Form for your reference and said form also available on the Company’s website at www.chembondindia.com.

Kindly take the same on your record.

Thanking you

Yours Faithfully,

For **Chembond Chemicals Limited**

Suchita Singh
Company Secretary



CHEMBOND CHEMICALS LIMITED

CIN: L24100MH1975PLC018235

Registered Office: Chembond Centre, Plot No. EL-71 Mahape MIDC, Navi Mumbai 400710, Maharashtra, India,

Ph. No.: +91 22 62643000 Fax No: +91 22 27681294

Email ID: cs@chembondindia.com Website: www.chembondindia.com

March 10, 2025

Dear Shareholder(s),

Sub: Issue of shares in Dematerialization mode

Ref: Composite Scheme of Arrangement between Chembond Chemicals Limited ("Demerged Company" / "Transferee Company" / "CCL") and Chembond Chemical Specialties Limited ("Resulting Company" / "CCSL") and Chembond Clean Water Technologies Limited ("Transferor Company No. 1" / "CCWTL") and Chembond Material Technologies Private Limited ("Transferor Company No. 2" / "CMTPL") and Phiroze Sethna Private Limited ("Transferor Company No. 3" / "PSPL") and Gramos Chemicals (India) Private Limited ("Transferor Company No. 4" "GCIPL") and their respective Shareholders (hereinafter referred as "the Scheme")

As you are aware, the Board of Directors of the Company at its meeting held on December 12, 2023, had approved the above Scheme and basis the direction from the Hon'ble National Company Law Tribunal, Mumbai Bench, a meeting of the equity shareholders of the Company was convened on December 6, 2024. The Scheme was approved by the equity shareholders in the aforesaid meeting, by requisite majority. The Scheme *Inter-alia* provides for:

Approval for Composite of Scheme of Arrangement between Chembond Chemicals Limited ("Demerged Company" or "Transferee Company" or "Company" or "CCL"), Chembond Chemical Specialties Limited ("Resulting Company" or "CCSL"), Chembond Clean Water Technologies Limited ("Transferor Company No. 1" or "CCWTL"), Chembond Material Technologies Private Limited ("Transferor Company No. 2" or "CMTPL"), Phiroze Sethna Private Limited ("Transferor Company No. 3" or "PSPL") and Gramos Chemicals (India) Private Limited ("Transferor Company No. 4" or "GCIPL") and their respective shareholders.

Pursuant to demerger of the demerged undertaking and vesting of the same in the resulting company and in consideration thereof issuance of equity shares of CCSL to the shareholders of CCL in following ratio:

"for every 1 (one) fully paid up equity share having face value of Rs. 5 (Rupees Five) each held in the Demerged Company as on the Record Date, the equity shareholders of the Demerged Company shall be issued 2 (Two) fully paid-up equity shares having face value of Rs. 5 (Rupees Five) each, in the Resulting Company." ("Share Exchange Ratio")

The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") on **March 7, 2025** has reserved the order in the above matter. Upon the Scheme becoming effective, CCWTL, CMTPL, PSPL and GCIPL would stand dissolved, without being wound up, as mentioned in the Scheme.

Issuance of equity shares of CCSL to shareholders of CCL, pursuant to the Scheme:

As mentioned above, upon this Scheme becoming effective, in accordance with Clauses 11 of the Scheme, CCSL shall issue and allot equity shares as per the Share Entitlement Ratio of 1:2 for consideration of Demerger. Such shares would be credited as fully paid-up, to the members of the Company, whose names appear in the register of members including the register and index of beneficial owners maintained by the depositories as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as on the Record Date. The Record date for determining the entitlement of the shareholders of the Company to the equity shares of CCSL, pursuant to the Scheme, would be announced in due course.

As directed by SEBI and as provided in the Scheme, the equity shares to be issued by CCSL shall be issued in **dematerialized form only**. As per our records, you are holding shares of the Company in physical form. **Hence you are requested to dematerialize your holding at the earliest to receive the direct allotment of shares in your electronic account.**

However for any reason, if you are unable to dematerialize the shares, you are requested to **return the attached annexure, duly signed by the holders as per the specimen signature registered with the Company, providing details of your Demat Account, supported by self-attested copy of the Client Master List (CML) to our Registrar & Transfer Agent - MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)("RTA"), at least 7 (seven) days before the Record Date. Please note that the name and order of the names of the holders on the share certificate and in the demat account maintained by your Depository participant should be same. Besides, the account status and demographic details should also be matching. Shareholders can send the annexure and CML e-signed at cs@chembondindia.com with subject line "Chembond Chemicals Limited –Option to receive shares in demat form".**

You are also requested to take note of the below, in case you are not able to intimate your Demat Account details to Company or its Registrar & Transfer Agent - MUFG Intime India Private Limited (formerly Link Intime India Private Limited), as mentioned in the Scheme:

In case the said shares of the Company held by shareholders are not dematerialized or the shareholders fails to provide the demat account details at least 7 (seven) days before the Record date or if the details furnished by any shareholder do not permit electronic credit of the shares of CCSL, then such shares shall be kept in suspense escrow demat account which shall be operated by the Directors of CCSL for the benefit of such shareholders or shall be dealt with as provided under the Applicable Law and will be credited to the respective depository participants accounts of such shareholders as and when the details of such shareholder's account with the depository participant are intimated in writing to CCSL, as per the Applicable Law, till then physical shareholders will be shown as beneficiaries in the suspense escrow demat account.

We therefore, request you to kindly get your physical shares dematerialized at the earliest to avoid the hassle of undertaking necessary formalities post the shares have been allotted by CCSL upon effectiveness of the Scheme into such Suspense Escrow Demat Account, as the case may be.

Additionally, we draw your attention to the benefits of holding shares in dematerialized form as detailed below:

- Convenient mode of holding securities, especially in case you are holding shares of many companies.
- Immediate transfer of securities.
- No stamp duty is payable on the transfer of securities in demat mode.
- Elimination of risks such as bad delivery, fake securities, loss in transit, etc.
- Reduction in paperwork and transaction cost.
- Saving of time – Change in address / bank account particulars etc. recorded with Depository Participant gets registered electronically with all companies in which you hold securities.
- Facilitates direct credit of shares in case of allotment under Initial Public Offer, Rights Issue, Bonus Issue, Stock Split, Mergers, etc.
- Eases portfolio management and provides 'online' access through the internet.

In case, you have any queries or need any assistance in this regard, please contact the Secretarial Department of CCL or CCSL or RTA of the Company.

In case, you have already submitted your request for dematerialization, kindly ignore this communication.

Further, SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, has mandated that all the folios have to be KYC compliant and accordingly, has asked the shareholders to register their PAN, KYC details and Nomination with the RTA. SEBI has also directed that RTA shall not process any service requests or complaints received from the holder(s) / claimant(s) till PAN, KYC, and Nomination documents/details are registered. Hence, we request you to please register/update your PAN, KYC, and Nomination details with our RTA, if not already done. For downloading the forms, please visit <https://in.mpms.mufg.com/> → Resources → Downloads → KYC.

Always assuring you of our best services.

Yours faithfully,

For **Chembond Chemicals Limited**

Sd/-

Suchita Singh

Company Secretary and Compliance Officer

