



PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF
CHEMBOND CHEMICALS LIMITED
(formerly Chembond Chemical Specialties Limited)

FOR COMPLIANCE PURPOSES ONLY. THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE,
PURCHASE OR SUBSCRIBE TO SECURITIES NOR IS IT A PROSPECTUS ANNOUNCEMENT.

Registered Office: EL-37, Mahape MIDC, Navi Mumbai, MH, India 400710. • CIN: U20116MH2023PLC415282 • Tel: +91 22 65753000 • Website: www.chembondindia.com • Email: cs@chembondindia.com

STATUTORY ADVERTISEMENT IN COMPLIANCE OF PART II(A)(5) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) MASTER CIRCULAR # SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023 READ WITH RULE 19(7) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 (SCRR) PURSUANT TO GRANT OF RELAXATION BY SEBI FROM THE APPLICABILITY OF RULE 19(2)(b) OF SCRR.

ABOUT THE COMPANY AND COMPOSITE SCHEME OF ARRANGEMENT

The Company was originally incorporated as Chembond Chemical Specialties Limited, (the “Company” / the “Resulting Company” / “CCL”) a public limited company under the Companies Act, 2013 and received its certificate of incorporation from the Registrar of Companies, Mumbai, on December 12, 2023. Pursuant to an order of the Hon'ble National Company Law Tribunal, Mumbai Bench, the name of the Company was changed to Chembond Chemicals Limited and a fresh certificate of incorporation dated June 24, 2025, was issued by the Registrar of Companies, Mumbai. The Registered Office of Resulting Company is situated at EL-37, Mahape MIDC, Navi Mumbai, MH, India 400710. It was formed with the object of carrying on the business of manufacturing and selling specialty chemicals including but not limited to Construction Chemicals and Water Treatment Chemicals. The Corporate Identification Number of Resulting Company is U20116MH2023PLC415282.

The Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated April 7, 2025 (certified true copy of the order received on April 22, 2025), has sanctioned the Composite Scheme of Arrangement in nature of demerger of “CC & WT Business Undertaking” of Chembond Material Technologies Limited (formerly Chembond Chemicals Limited) (“Demerged Company”/ “CMTL”) into Chembond Chemicals Limited (formerly Chembond Chemical Specialties Limited), a wholly owned subsidiary of CMTL and post demerger, amalgamation of Chembond Clean Water Technologies Limited (“Transferor Company No. 1”) with the Resulting Company (“Amalgamation – I”) and amalgamation of Chembond Material Technologies Private Limited (“Transferor Company No. 2”), Phiroze Sethna Private Limited (“Transferor Company No. 3”), Gramos Chemicals (India) Private Limited (“Transferor Company No. 4”) with the Demerged Company (“Amalgamation – II”) and their respective shareholders (“Scheme”) with effect from the Appointed Date (i.e from the opening business hours on April 1 2024). In accordance with the said Scheme, 2,68,96,576 equity shares of the Company were issued as per applicable regulations, and shall be listed and admitted to trading on the BSE Limited (“BSE”) and National Stock Exchange of India limited (“NSE”). The Effective Date of the scheme is May 3, 2025.

A. Name of the Company: Chembond Chemicals Limited (formerly Chembond Chemical Specialties Limited)

B. Registered Office address of the Company: EL-37, Mahape MIDC, Navi Mumbai, MH, India 400710

C. Details of change of name and/or object clause:

(i) Name Change: Incorporated as Chembond Chemical Specialties Limited, pursuant to a certificate of incorporation dated December 12, 2023. Pursuant to the Composite Scheme of Arrangement, the Company has changed its name from Chembond Chemical Specialties Limited to Chembond Chemicals Limited, effective June 24, 2025.

(ii) Object Clause : The Company has not changed its objects since its incorporation. It was incorporated with the following main objects as set out in the Memorandum of Association:

“To carry on the business whether in India or outside India of manufacturing, producing, processing, trading, mixing, blending, refining, formulating, buying, selling, distributing or otherwise dealing in all kinds and varieties of chemicals including but not limited to specialty chemicals, intermediates, or chemical mixtures, admixtures, repair and bonding chemicals, water proofing chemicals, surface treatment, tiling chemicals, sealants, additives, adhesives, grouts and anchors, cleaning agents, bonding agents, waterproofing compound, chemicals for coating or otherwise, organic / inorganic chemicals, resins, resins based chemicals, corrosion inhibitors, surface treatment of ferrous and non-ferrous metals and other substrates for anti-corrosive, paint adhesion or lubricity purposes, electrolytic cleaners, chemical paint strippers, chemically treated cloth, face mask and other material for dust control and removal, chemicals and polishes for finished products, plastic compounds, particularly polyvinyl chloride, liquid plastic membranes, liquid plastic coating materials and chemicals of all types, all kinds of paints, enamels, varnishes, coatings, enzymes, sealants etc, whole range of water and waste water treatment chemicals, systems and machineries, water management solutions, water treatment membranes, oilfield and process chemicals, textile chemicals, bio-based chemicals, bio-remediation cultures and chemicals, engineering polymers and materials, Bio based polyamides used as engineering and performance plastics, high performance polymers for commodity and automobile applications, high performance and high temperature withstanding plasticisers as lubricating additive for rolling steel application, synthesise and characterization of monomers for high performance differentiated polyimides, Electronic instruments and smart automation products.”

D. Changes in Pre and Post Scheme of Arrangement Share Capital :

The changes to the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company are as follows:

Pre-Scheme		Post-Scheme	
Authorized Share Capital 10,00,000 (Ten Thousand) Equity Shares of Rs. 5 (Rupees Five) face value each	Rs. 50,000	Authorized Share Capital 2,80,10,000 (Two Crore Eighty Lakhs Ten Thousand) Equity Shares of Rs.5 (Rupees Five) face value each	Rs. 14,00,50,000
Issued, Subscribed and Paid-up Share Capital 10,00 (Ten Thousand) Equity Shares of Rs. 5 (Rupees Five) face value each	Rs. 50,000	Issued, Subscribed and Paid-up Share Capital 2,68,96,576 (Two crore Sixty-Eight Lakhs Ninety-SixThousand Five Hundred Seventy-Six) Equity Shares of Rs.5 (Rupees Five) face value each	Rs. 13,44,82,880

E. Shareholding Pattern of the Company:

Shareholder Category	Pre-Scheme			Post-Scheme		
	# of shareholders	# of fully paid up equity shares held	Holding	# of shareholders	# of fully paid-up equity shares held	Holding
Promoter and Promoter Group	1*	10,000	100.00 %	27	1,81,95,738	67.65 %
Public	NIL	NIL	NIL	12,952	87,00,838	32.35 %
Total	1	10,000	100.00 %	12,979	2,68,96,576	100.00 %

*CMTL (formerly Chembond Chemicals Ltd) holds shares through its 6 nominees

F. Pre and Post Scheme shareholding pattern of promoter group and group companies with details of shareholding and interest, if any:

Name of the Person / Entity	Category	Pre-Scheme of Arrangement				Post- Scheme of Arrangement			
		Demerged Company		Resulting Company		Demerged Company		Resulting Company	
		Number of Equity shares allotted	% of total paid up share capital	Number of Equity shares allotted	% of total paid up share capital	Number of Equity shares allotted	% of total paid up share capital	Number of Equity shares allotted	% of total paid up share capital
Nirmal V. Shah	Promoter	17,95,190	13.35	-	-	17,95,190	13.35	35,90,380	13.35
Sameer V. Shah	Promoter	17,00,144	12.64	-	-	17,00,144	12.64	34,00,288	12.64
Padma V. Shah	Promoter	16,91,100	12.57	-	-	16,91,100	12.57	33,82,200	12.57
Ashwin R. Nagarwadia	Promoter	5,00,000	3.72	-	-	500,000	3.72	10,00,000	3.72
Kumud A. Nagarwadia	Promoter Group	5,00,000	3.72	-	-	500,000	3.72	10,00,000	3.72
Bhadesh Shah	Promoter	1,88,934	1.40	-	-	188,934	1.40	3,77,868	1.40
Alpana S. Shah	Promoter Group	1,29,844	0.97	-	-	129,844	0.97	2,59,688	0.97
Sameer V. Shah HUF	Promoter Group	1,17,481	0.87	-	-	117,481	0.87	2,34,962	0.87
Jyoti N. Mehta	Promoter Group	94,480	0.70	-	-	94,480	0.70	1,88,960	0.70
Mamta N. Shah	Promoter Group	93,300	0.69	-	-	93,300	0.69	1,86,600	0.69
Shilpa S. Shah	Promoter Group	66,695	0.50	-	-	66,695	0.50	1,33,390	0.50
Sandeep H. Shah	Promoter Group	65,135	0.48	-	-	65,135	0.48	1,30,270	0.48
Parul Shah	Promoter Group	55,600	0.41	-	-	55,600	0.41	1,11,200	0.41
Amrita S. Shah	Promoter Group	45,218	0.34	-	-	45,218	0.34	90,436	0.34
Kalpana S. Shah	Promoter Group	43,200	0.32	-	-	43,200	0.32	86,400	0.32
Nikhil J. Mehta	Promoter Group	40,400	0.30	-	-	40,400	0.30	80,800	0.30
Malika S. Shah	Promoter Group	33,700	0.25	-	-	33,700	0.25	67,400	0.25
Kshitija N. Shah	Promoter Group	27,100	0.20	-	-	27,100	0.20	54,200	0.20
Sandeep H. Shah HUF	Promoter Group	21,624	0.16	-	-	21,624	0.16	43,248	0.16
Raunaq S. Shah	Promoter Group	15,060	0.11	-	-	15,060	0.11	30,120	0.11
Nikhil J. Mehta HUF	Promoter Group	8,400	0.06	-	-	8,400	0.06	16,800	0.06
Nirmal V. Shah HUF	Promoter Group	7,134	0.05	-	-	7,134	0.05	14,268	0.05
Sunil D. Shah	Promoter Group	6,000	0.04	-	-	6,000	0.04	12,000	0.04
Rahil N. Shah	Promoter Group	4,300	0.03	-	-	4,300	0.03	8,600	0.03
Visan Holdings Pvt Ltd	Promoter Group	13,10,630	9.75	-	-	13,10,630	9.75	26,21,260	9.75
Finor Pipalaj Chemicals Ltd	Promoter Group	2,75,000	2.04	-	-	2,75,000	2.04	5,50,000	2.04
S&N Ventures Pvt Ltd	Promoter Group	2,62,200	1.95	-	-	2,62,200	1.95	5,24,400	1.95
CMTL (formerly Chembond Chemicals Ltd)		-	-	10,000	100	-	-	-	-
Total		90,97,869	67.65	10,000	100	90,97,869	67.65	1,81,95,738	67.65

* Pursuant to the Composite Scheme of Arrangement, on May 13, 2025, two new equity shares of ₹5 each were allotted for every one equity share of ₹5 each to the shareholders of Demerged Company, whose names appeared in the register of members as on the record date of May 9, 2025. Consequently, the shares held by Demerged Company in Resulting Company stand cancelled. The Resulting Company, Chembond Chemicals Limited (formerly Chembond Chemical Specialties Ltd), is now treated as a separate entity. The Demerged Company (formerly Chembond Chemicals Limited) has been renamed Chembond Material Technologies Limited (CMTL) on May 27, 2025.

G. Top 10 public shareholders other than Promoter and Promoter Group :

Name of the Shareholder	Number of Equity Shares	Percentage of Equity Share Capital (%)
Ajay C. Laloo	5,48,158	2.04
Amit A. Thawani	2,59,494	0.96
Acadian Emerging Markets Micro-Cap Equity Master Fund	1,64,280	0.61
Ashok J. Thawani	1,30,390	0.48
Pegasus Growth Fund 1	1,08,000	0.40
Awriga Capital Advisors LLP	1,06,524	0.40
Dena Bank	95,200	0.35
Shepherd's Hill Private Investment Fund	90,468	0.34
Manish A. Parikh HUF	85,860	0.32
Vrushal Trading Private Limited	82,600	0.31

H. Name and details of Promoters:

Following are details of the promoters. Address of the Promoters is EL-37, Mahape MIDC, Mahape, Navi Mumbai 400710.

1. Mr. Nirmal V. Shah holds a degree in Economics and a Diploma in Business Management. He was the Vice-Chairman and Managing Director of Chembond Material Technologies Limited (formerly Chembond Chemicals Limited), a Demerged Company, until May 30, 2025. Following his resignation from this role, he assumed the position of Chairman and Managing Director of Chembond Chemicals Limited (formerly Chembond Chemical Specialties Limited), effective immediately thereafter. This transition marks a strategic leadership shift in alignment with the Company's restructuring under the Composite Scheme of Arrangement. He continues to be the Managing Director of Chembond Water Technologies Limited (wholly owned subsidiary of the Resulting Company). Mr. Nirmal V. Shah hails from the promoter family of Chembond being the son of the founder – Dr. Vinod D. Shah. Over his career spanning almost 30 years, he has held various managerial positions in the Company, its Joint Ventures and subsidiaries managing diverse businesses. His core strengths are in organisational management and strategy development.

2. Mr. Sameer V. Shah is a member of the promoter family of the Chembond Group of Companies and has held several managerial positions within the Company, as well as its Joint Ventures and subsidiaries. He holds a degree in Chemical Engineering. Mr. Sameer V. Shah has been serving as the Chairman and Managing Director of Chembond Material Technologies Limited (formerly Chembond Chemicals Limited). Under his leadership, Chembond focused on expanding its core businesses, including material technologies, industrial coatings and bio-based polyamides. With over 30 years of experience in the chemical and financial sectors, he has been instrumental in steering the company towards growth and innovation.

3. Mrs. Padma V Shah is a key member of the promoter family of Chembond Group and has been closely associated with the company since its inception. With a strong background in administration, she has played a pivotal role in supporting the company's growth and operational stability over the years. With a deep understanding of Chembond' values and long-term vision, she continues to play a significant role in reinforcing its organizational foundation.

4. Mr. Ashwin R. Nagarwadia is a seasoned technocrat with extensive experience in the manufacturing industry. Over the course of his distinguished career, he has held several senior leadership positions most importantly serving as the Chairman and Managing Director of Ingersoll Rand (India) Ltd. His vast managerial expertise and strategic insights have been instrumental in driving organizational strategy and operational excellence.

5. Mr. Bhadesh Shah holds bachelor's degrees in commerce and law. Associated with Chembond for 50 years, he has served the Company in various capacities and is currently a part of the Internal Audit Department of Chembond Material Technologies Ltd (formerly Chembond Chemicals Limited). Throughout his long-standing tenure, Mr. Shah has gained extensive experience in commerce, sales, procurement, and secretarial functions, and has led multiple departments, contributing significantly to the Company's growth and governance

I. Name and details of Board of Directors (experience including current / past position held in other firms):

1. Mr. Nirmal V. Shah (DIN00083853) – in addition to the details mentioned in point H above, Mr. Nirmal V. Shah holds directorship positions in Chembond Water Technologies Ltd, Chembond Distribution Ltd, Chembond Calvatis Industrial Hygiene Systems Ltd, Chembond Material Technologies Ltd (formerly Chembond Chemicals Limited), Finor Pipalaj Chemicals Ltd, Visan Holdings Pvt Ltd, and Rewasoft Solutions Pvt Ltd. In the past, he also served as a Director on the boards of S&N Ventures Pvt Ltd, Henkel Chembond Surface Technologies Pvt Ltd, Protochem Products Pvt Ltd, NJP Healthcare Pvt Ltd, Gramos Chemicals (India) Pvt Ltd, Phiroze Sethna Pvt Ltd, Chembond Material Technologies Pvt Ltd, and Chembond Clean Water Technologies Ltd.

2. Mr. Sameer V. Shah (DIN 00105721) – in addition to the details mentioned in point H above, Mr. Sameer V. Shah holds directorship positions in Chembond Material Technologies Ltd (formerly Chembond Chemicals Limited), Chembond Biosciences Ltd, CCI Optoelectronics Pvt Ltd, Visan Holdings Pvt Ltd, and S&N Ventures Pvt Ltd. He has served as a Director on the boards of Henkel Chembond Surface Technologies Pvt Ltd, Gramos Chemicals (India) Pvt Ltd, Phiroze Sethna Pvt Ltd, Chembond Material Technologies Pvt Ltd, Chembond Clean Water Technologies Ltd, Arraycom (India) Ltd, Oriano Clean Energy Pvt Ltd, and Lauren Engineers & Constructors Pvt Ltd.

3. Mr. Mahendra K. Ghelani (DIN 01108297) holds a Master of Arts degree and a Bachelor of Laws (LL.B.) from the prestigious Government Law College, Mumbai University, graduating in 1967. With an illustrious career spanning over 55 years, he brings extensive expertise in legal practice, strategic planning, and dispute resolution. Mr. Ghelani is a seasoned legal professional and has served as a Solicitor with a strong foundation in real estate law, civil litigation, and corporate governance. His vast experience includes negotiation, drafting pleadings, and advising on complex legal matters across a wide spectrum of industries. He has deep proficiency in alternative dispute resolution (ADR). Throughout his career, Mr. Ghelani has been recognized for his strategic insight, meticulous legal acumen, and ability to navigate both domestic and international legal frameworks. He holds directorship positions in Chembond Water Technologies Ltd and Variety Investments Pvt Ltd. In the past he has served as a Director on the boards of Chembond Material Technologies Ltd (formerly Chembond Chemicals Limited), Gramos Chemicals (India) Pvt Ltd, Phiroze Sethna Pvt Ltd, Chembond Material Technologies Pvt Ltd, Chembond Clean Water Technologies Ltd, Arraycom (India) Ltd, and Henkel Chembond Surface Technologies Pvt Ltd.

4. Mr. Sushil U. Lakhani (DIN 01578957) graduated in 1979 with a Bachelor of Commerce degree from Narsee Monjee College of Commerce and Economics, one of India's premier institutions. He subsequently qualified as a Chartered Accountant in 1981, earning his membership from the Institute of Chartered Accountants of India (ICAI). With over 40 years of distinguished experience in the field of taxation and finance, Mr. Lakhani is a seasoned expert specializing in advising clients on the tax implications and strategic planning of complex cross-border transactions. His expertise encompasses a wide range of areas including international tax structuring, transfer pricing, regulatory compliance, and obtaining approvals from various governmental and regulatory authorities for foreign investments. His comprehensive knowledge of both domestic and international taxation, combined with a practical approach, has made him a trusted advisor in the industry. Mr. Lakhani is also known for his thought leadership, regularly contributing to seminars, workshops, and publications on topics related to international taxation and regulatory policies. His commitment to excellence and continuous learning has cemented his reputation as a go-to expert for complex tax matters. He is the designated partner of Sushil Lakhani & Associates LLP and is on the Boards of Chembond Water Technologies Ltd and Delsoft Consultancy Pvt Ltd. In the past, he has served as a Director of Chembond Clean Water Technologies Ltd, Chembond Material Technologies Ltd (formerly Chembond Chemicals Limited), Comber Engineering Pvt Ltd, and T.P. Ostwal Info Advisor Pvt Ltd.

5. Prof. Anirudha B. Pandit (DIN 02471158) holds a Ph.D. in Chemical Engineering (1984) from the University Department of Chemical Technology (UDCT), Mumbai, and a Bachelor of Technology in Chemical Engineering (1980) from the Institute of Technology, Banaras Hindu University. Currently serving as the Vice Chancellor of the Institute of Chemical Technology, India, Prof. Pandit brings extensive academic and industry expertise to his role. He has held prestigious positions such as Vice President (Academic, Professional, and International Affairs) of the Indian National Academy of Engineering (INAE) and President of the Asia Oceania Sonochemical Society Board. His teaching and research interests encompass Environmental Engineering, Process Safety, Chemical Project Economics, Design of Multiphase Reactors, Project Engineering & Economics, Separation Processes, and Unit Operations. Prof. Pandit is a distinguished research supervisor, having guided over 60 Ph.D. and 100 Master's students. An accomplished researcher, he has authored hundreds of international publications with significant citations and an impressive H-index. He holds numerous national and international patents and has received several awards and recognitions for his contributions to science and engineering. Prof. Pandit is a Fellow of all major Science Academies in India and a Fellow of the United States National Academy of Engineering, underscoring his global standing in the field of chemical engineering. He holds directorship positions in Aarti Industries Ltd, HYCA Technologies Pvt Ltd, Revoltec Technologies Pvt Ltd, Astra Aegis Pvt Ltd, Sathi Foundation ICT Mumbai India, ICT-Nice Venture Incubator & Foundation, ICT Mumbai Research Foundation and Sunshield Chemicals Ltd. In the past he was a Director of Scopgen Pvt Ltd.

6. Mrs. Anuradha S. Paraskar (DIN 02331563) has completed an Executive Education program on Customer Centricity for Profitable Growth from Harvard Business School. She brings over 34 years of extensive experience across Marketing, Branding, Media, Public Relations, Sales, and Business Development. Her diverse career spans several key sectors including FMCG, Urban Development, Tourism, Hospitality, Real Estate, and currently, Engineering Products. Ms. Paraskar has successfully managed and scaled multiple brands, beginning her impactful journey at Godrej Consumer Products Ltd. Later, she spearheaded the creation and establishment of Lavasa, a pioneering new hill city near Pune. Most recently, she served as President (Group Brand and Marketing) at the Piramal Group, where she led strategic marketing initiatives and brand-building efforts across the organization. Ms. Paraskar's strategic vision and customer-centric approach have consistently driven profitable growth and strong brand equity in competitive markets. She holds directorship positions in Bang Overseas Ltd and Thomas Scott (India) Ltd. Previously, she served as a Director in Dasve Retail Ltd, Knowledge Vistas Ltd, Lavasa Bamboocrafts Ltd, Full Spectrum Adventure Ltd, Verzon Hospitality Ltd, Warasgon Tourism Ltd, Whistling Thrush Facilities Services Ltd, SOL Hospitality Ltd, Nature Lovers Retail Ltd, Rhapsody Commercial Space Ltd, My City Technology Ltd, Reasonable Housing Ltd, Hill City Service Apartments Ltd, Spotless Laundry Services Ltd, and Green Hills Residences Ltd, Valley View Entertainment Ltd, Andromeda Hotels Ltd, Sirrah Palace Hotels Private Ltd and Future City Multiservices SEZ Ltd.

J. Business / Business Overview and Strategy:

Chembond Chemicals Limited (formerly Chembond Chemical Specialties Limited) was incorporated as a public limited company under the Companies Act, 2013 and received its Certificate of Incorporation from the Registrar of Companies on December 12, 2023. Prior to the effectiveness of the Composite Scheme of Arrangement, the Company was a wholly owned subsidiary of Chembond Material Technologies Limited (formerly Chembond Chemicals Limited). Following the implementation of the Scheme, effective April 1, 2024, the Construction Chemicals (“CC”) and Water Treatment (“WT”) businesses have been demerged from Chembond Material Technologies Limited (formerly Chembond Chemicals Limited) and vested into Chembond Chemicals Limited (formerly Chembond Chemical Specialties Limited). The primary objective of the Company is to engage in the manufacture and sale of specialty chemicals and systems, particularly those serving the water treatment and construction industries. Our business is underpinned by a customer-centric philosophy, a strong focus on safety and regulatory compliance, and a steadfast commitment to sustainability - principles that shape our strategy for long-term growth and resilience in an evolving market.

Chembond Water Technologies (WT) is a leading provider of water treatment chemicals, systems, and services, with operations across India and select international markets. With nearly five decades of industry expertise, the company is recognized as a pioneer in India's water treatment sector. Our extensive product and service portfolio includes cooling and boiler water treatment, membrane treatment, raw water clarification, wastewater treatment, bioremediation solutions, and automated online monitoring and control systems. Our holistic approach to Total Water Management enables us to offer value-driven, sustainable, and integrated solutions tailored to the needs of industrial and infrastructure clients.

Chembond Construction Chemicals (CC) provides a comprehensive range of specialized products for the building and infrastructure sectors. Our manufacturing operations are supported by two company-owned plants and a network of strategically located toll blending facilities, ensuring efficient production and distribution. A central application and development laboratory at our Gujarat facility reinforces our commitment to innovation and product quality. Our solutions serve a wide spectrum of projects, including infrastructure developments such as highways, bridges, airports, and railways, as well as industrial and commercial construction. While we have a nationwide presence, our primary markets are concentrated in the Western and Southern regions of India.

The Company continues to explore new growth opportunities including in the Water Technologies and Construction Chemicals segments. By leveraging our technical capabilities, experienced workforce, and strong market presence, we aim to expand our offerings, enter new geographies, and develop sustainable solutions that meet the evolving needs of our customers and stakeholders.

K. Reason for the Scheme:

Chembond Material Technologies Limited (formerly Chembond Chemicals Limited) and its subsidiaries, step-down subsidiaries and step-down associates, is a well-known name in India and is engaged in manufacturing a diverse range of specialty chemicals and products catering to an even more diverse set of customer segments. The Demerged Company has excellent infrastructure facilities like a well-equipped R&D laboratory, multiple regional offices, and production plants, well trained personnel and references across several business segments from the best-known companies in the field. The Demerged Company has come a long way and has evolved from being a fledgling start-up to India's leading specialty chemicals manufacturer. The Demerged Company's several businesses carried on by itself and through its subsidiary and step-down subsidiary companies and associate companies including the Construction Chemicals and Water Technologies businesses have significant potential for growth. The nature of risk and competition involved in each of these businesses is distinct from others and consequently each business or undertaking can attract a different set of investors, strategic partners, lenders, and other stakeholders. There are also differences in the manner in which each of these businesses are required to be managed. In order to enable distinct focus of investors to invest in some of the key businesses and to lend greater focus to the operation of each of its diverse businesses, Demerged Company has re-organized and segregated, by way of a demerger of its Demerged Undertaking and vesting of the same in the Resulting Company and subsequently, amalgamation of the Transferor Companies with the Transferee Company.

The demerger is expected to result in the following benefits:

- segregation and unbundling of the construction chemicals & water technologies business of the Demerged Company into the Resulting Company, which will enable enhanced focus on Retained Business the Demerged Company and Resulting Company for exploiting opportunities of each of their businesses;
- unlocking of value for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth;
- logistics alignment leading to economies of scale for the Resulting Company and creation of sectoral efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure; and
- enhancing competitive strength, achieving cost optimisation, ensuring benefits through focused management of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Company and the Demerged Company thereby significantly contributing to future growth and maximizing shareholders' value.

The Scheme which involves demerger and amalgamation steps, is expected to deliver a streamlined business structure and the following benefits:

- it will lead to greater efficiencies in overall operations including enhanced economies of scale, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and maximize shareholders value;
- it will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources for each business unit, which will fuel the growth of the business and help effectively address the growing competition;
- it will result in a reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs which will in turn promote maximization of stakeholders value;
- it will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Company No. 1, Resulting Company, Transferor Companies and the Transferee Company; and
- in summary, the restructuring focuses on optimizing the operational structure to enable better focus, specialization, and efficiency across different business segments, ultimately leading to increased shareholder value and sustained growth for the entities involved.

The restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the Companies.

L. Restated Audited Financials of the Company since inception:

The Company was incorporated on December 12, 2023 and the appointed date was April 01, 2024. The restated audited financials are therefore given below for the year ended 31-03-2024 and 31-03-2025. All figures are in Rs. Lakhs unless otherwise stated:

Statement of Assets and Liabilities Particulars	Standalone		Consolidated	
	As at 31-Mar-2025	As at 31-Mar-2024	As at 31-Mar-2025	As at 31-Mar-2024
	Audited	Audited Restated	Audited	Audited Restated
ASSETS				
Non-current Assets				
(a) Property, plant and equipment	1,456.15	1,673.97	2081.19	2135.73
(b) Capital work-in-progress	30.27	17.05	30.27	17.05
(c) Investment property	-	-	0.00	-
(d) Goodwill	-	-	0.00	-
(e) Other Intangible Assets	24.11	38.86	26.74	42.00
(f) Financial Assets				
i) Investments	5,012.66	5,012.66	2.00	2.00
ii) Other financial assets	8.93	4.83	680.81	503.83
(g) Deferred tax Assets (Net)	-	-	261.42	312.45
(h) Income tax assets (Net)	-	47.65	243.05	102.09
(i) Other non-current assets	0.5	0.31	0.52	3.78
Total non-current assets	6,532.62	6,795.33	3326.00	3118.94

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Statement of Assets and Liabilities		Standalone		Consolidated	
Particulars	As at 31-Mar-2025 Audited	As at 31-Mar-2024 Audited Restated	As at 31-Mar-2025 Audited	As at 31-Mar-2024 Audited Restated	
Non-Current Asset Held for Sale					
Current Assets					
(a) Inventories	521.01	481.24	1825.90	1733.66	
(b) Financial Assets					
(i) Investments	1,195.58	1064.33	3543.99	2730.75	
(ii) Trade receivables	2,022.06	1524.67	10035.61	7718.54	
iii) Cash and cash equivalents	137.19	89.07	710.21	650.72	
iv) Bank balances other than (iii) above	5.29	8.87	1875.34	2059.20	
v) Loans	0.52	0.77	2.66	2.49	
vi) Other financial assets	48.15	46.42	112.76	102.75	
(c) Current Tax asset (Net)	-	-	25.49	17.67	
(d) Other current assets	39.21	55.70	154.32	168.11	
Total current assets	3,969.00	3,271.08	18286.27	15183.89	
Total Assets	10,501.62	10,066.41	21612.27	18302.82	
EQUITY AND LIABILITIES					
Equity					
(a) Equity shares pending allotment (upon Demerger)	1,344.83	1,344.83	1344.83	1344.83	
(b) Other equity	8,019.38	7,570.33	16076.29	13005.22	
Equity attributable to the owners of the company	-	-	17421.12	14350.05	
(c) Non Controlling interest	-	-	61.28	73.36	
Total Equity	9,364.21	8,915.16	17482.41	14423.41	
Liabilities					
Non-Current Liabilities					
(a) Financial liabilities					
i) Borrowings	-	-	-	-	
ii) Other financial liabilities	-	-	-	-	
(b) Provisions	22.26	15.3	29.81	16.38	
(c) Deferred tax liabilities (Net)	180.54	252.43	194.10	253.63	
(d) Other non-current liabilities	65.79	62.91	101.52	96.03	
Total Non-current liabilities	268.59	330.65	325.43	366.04	
Current liabilities					
(a) Financial liabilities					
i) Borrowings	-	-	-	-	
ii) Trade payables	-	-	-	-	
Trade payables -MSMED	90.40	18.87	625.03	153.16	
Trade payables -Others	452.22	599.87	2080.39	2558.31	
iii) Other financial liabilities	-	-	0.00	0.00	
(b) Other current liabilities	214.50	195.19	919.75	746.04	
(c) Provisions	7.91	6.66	75.48	55.87	
(d) Current Tax Liabilities (Net)	103.79	-	103.79	-	
Total current liabilities	868.82	820.60	3804.45	3513.38	
Total Equity and Liabilities	10,501.62	10,066.41	21612.27	18302.82	

Restated Standalone Profit and Loss Account		Standalone		Consolidated	
Particulars	31-Mar-2025 Audited	31-Mar-2024 Audited Restated	31-Mar-2025 Audited	31-Mar-2024 Audited Restated	
Revenue from operations	6,940.04	6,886.05	29,227.34	28323.95	
Other Income	381.08	376.54	582.98	370.43	
Total Income	7,321.12	7,262.59	29,810.32	28694.38	
Expenses					
a. Cost of materials consumed	3,102.02	2,884.02	11,147.37	9861.08	
b. Purchases of Stock-in trade	945.63	914.48	3,216.95	3739.50	
c. Changes in inventories of FG, WIP and Stock-in-trade	(61.29)	12.53	(19.64)	57.67	
d. Employees Benefit Expenses	1,168.20	1,016.10	5,187.44	4744.46	
e. Finance Costs	10.59	10.10	66.76	59.35	
f. Depreciation and Amortisation Expenses	259.16	127.32	493.26	261.19	
g. Other Expenses	1,138.44	1,197.92	5,501.21	5726.34	
Total Expenses (3-4)	6,562.73	6,162.46	25,593.34	24449.58	
Profit/(Loss) before exceptional items & associate profit share	758.39	1,100.13	4,216.98	4244.80	
Share of Profit/(Loss) of Step Down Associate	-	-	0.45	0.50	
Profit before Exceptional items and Tax	758.39	1,100.13	4,217.43	4245.31	
Exceptional Items	-	-	-	-	
Profit before Tax	758.39	1,100.13	4,217.43	4245.31	
Tax Expense					
- Current Tax	225.88	71.64	1,191.31	1157.65	
- Deferred Tax	(70.35)	285.46	(65.78)	85.36	
Total Tax Expenses	155.53	357.10	1,125.53	1243.01	
Profit/(Loss) For the Year	602.86	743.03	3,091.90	3002.29	
Other Comprehensive Income					
(1) i) Items that will not be reclassified to profit or loss	(5.10)	1.68	(27.83)	(18.28)	
(1) ii) Income Tax relating to items that will not be reclassified to profit or loss	1.28	(0.47)	7.00	4.55	
(2) i) Items that will be reclassified to profit or loss	-	-	-	-	
(2) ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	
Other Comprehensive Income / (loss)	(3.82)	1.21	(20.83)	(13.73)	
Total Comprehensive Income / (loss) for the Period / Year (11 + 12)	599.05	744.24	3,071.08	2988.56	
Profit attributable to:					
Owners of the Company	-	-	3,104.24	3011.18	
Non Controlling Interests	-	-	(12.33)	(8.89)	
Other Comprehensive Income attributable to-					
Owners of the Company	-	-	(21.09)	(14.00)	
Non Controlling Interests	-	-	0.26	0.27	
Total Comprehensive Income attributable to-					
Owners of the Company	-	-	3,083.15	2997.18	
Non Controlling Interests	-	-	(12.07)	(8.61)	
Paid-up equity share capital (face value of Rs 5 per share) (Includes equity shares issued upon demerger allotment)	1,344.83	1,344.83	1,344.83	1,344.83	
Other equity excluding Revaluation Reserve as per balance sheet	8,019.38	7,570.33	16,076.29	13005.22	
Earning Per Share (amount in Rs.5 each) (not annualised for period ended)					
Basic EPS (in Rs)	2.24	2.76	11.54	11.20	
Diluted EPS (in Rs)	2.24	2.76	11.54	11.20	

Restated Statement of Cash Flow		Standalone		Consolidated	
		2024-25	2023-24	2024-25	2023-24
Profit Before Tax		758.39	1,100.13	4,216.98	4,244.81
Cash Flow from Operating Activities					
Profit Before Tax					
Add Adjustments for :					
Depreciation and amortisation	259.16	127.31		493.26	261.19
Loss on Sale of Property, plant & equipment					
Finance Cost	10.59	10.10		66.76	59.35
Foreign Exchange Fluctuation Loss	6.41	0.79	138.22	40.39	32.14
Less :					
Foreign Exchange Fluctuation Gain	-			16.35	4.24
Net Gain on sale of Investments	25.60	9.10		67.71	62.00
Fair valuation of Investments (Net)	65.67	67.88		185.83	141.96
Interest from fixed deposits, Refunds and loans at effective interest rate	3.46	1.03		163.13	112.01
Gain from sale of property plant & equipment	13.28	-		13.28	0.00
Rent Income	-			5.65	5.17
Dividend Received	200.00	(308.01)	301.21	-	(325.38)
Operating Profit before working capital changes		726.53	859.12	4,365.43	4,272.11
Adjustments for :					
Trade and Other Receivables	(441.83)	(1,642.37)		(2,425.10)	(10,586.60)
Inventories	(39.76)	(481.24)		(92.24)	(1,733.66)
Trade and Other Payables	(45.74)	(527.33)	(1,224.80)	(2,266.89)	(8,694.46)
Cash generated from operations		199.19	(365.67)	2,098.54	(4,422.36)
Income taxes paid (Net of Refund)		(122.09)	(119.29)	(1,125.53)	(1,139.99)
Net Cash from Operating Activities (A)		77.11	(484.97)	973.02	(5,562.34)
Cash Flow from Investing Activities					
Payment to acquire Property, plant & equipment	(47.30)	(1,857.20)		(457.99)	(1,981.64)
Gain from sale of Property plant & Equipment					
Proceeds from Sale of Property, plant & equipment	15.43			15.43	0.00
Purchase of Investments	(190.00)	(418.42)		(979.99)	(1,818.42)
Sale of Investments	150.00	218.42		407.00	546.38
Dividend Income	200.00	301.21		-	-
Interest from fixed deposits and loans at effective interest rate	3.46	1.03		163.13	112.01
Merger and demerger effect pursuant to scheme of arrangement	-		905.20	-	7,975.48
Rent Income	-			5.65	5.17
Net Cash used in Investing Activities (B)		131.60	(849.76)	(846.76)	4,838.98
Cash Flow from Financing Activities					
Proceeds/(Repayment) of Short Term Borrowings				-	
Share capital issued upon merger (pending allotment)	-	1,344.83			1344.83
Dividend paid	(150.00)	-		-	-
Proceeds/(Repayment) of Long Term Borrowings	-	-		-	-
Finance Cost	(10.59)	(10.10)		(66.76)	(59.35)
Net Cash from Financing Activities (C)		(160.59)	1,334.73	(66.76)	1,285.48
Net (Decrease)/Increase in Cash & Cash Activities (A+B+C)		48.12	-	59.49	562.12

Statement of Cash Flow		Standalone		Consolidated	
		2024-25	2023-24	2024-25	2023-24
Cash and Cash Equivalents as on Opening		89.07	0.47	650.71	
Cash and Cash Equivalents received pursuant to the Composite Scheme of Merger		-	88.60		88.60
Cash and Cash Equivalents as on Closing		137.19	89.07	710.21	650.72
Components of Cash & Bank Balance					
Cash in Hand		0.01	0.47	0.03	0.11
Balance with Banks		137.18	-	710.18	650.61
Cash and Cash Equivalents received pursuant to the Composite Scheme of Merger			88.60		
Total		137.19	89.07	710.21	650.72

M. Latest restated audited financials along with notes to accounts and any audit qualifications:
The restated audited financials for the year ended March 31, 2025 have been provided in **Point L** above based on the audit report of the auditor. There are no audit qualifications for the period. The restated audited financials for the year ended March 31, 2025 along with notes are also available on the Investors page of the Company website i.e. at www.chembondindia.com

N. Change in accounting policies since inception and their effect on profits and reserves : No changes have been made to the policies.

O. Summary table of contingent liabilities as disclosed in the restated financial statements:

The details of the contingent liabilities (as per Ind AS 37 and Schedule III of the Companies Act, 2013) are set forth below (₹ Lakhs):

Contingent liabilities	As at March 31, 2025	As at March 31, 2024
Direct Taxes	0.01	0.01
Indirect Taxes	Nil	Nil
Guarantees	Nil	Nil
Claims made by the parties not acknowledged as debts	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account	Nil	Nil
Others	Nil	Nil
Total	0.01	0.01

P. Summary table of related party transactions since inception as disclosed in the restated financial statements:

The following are the details of the related party transactions for Fiscal 2024 and Fiscal 2025, as per Ind AS 24 – Related Party Disclosures, derived from the audited financial statements (₹ Lakhs):

SN	Name of the parties to the contract	Particulars	As of 31-Mar-2025	For the period 12-Dec-2023 to 31-Mar-2024 (Re-instated)
1.	Chembond Water Technologies Limited	Finished Goods Sales Purchase Rent Received Rent Paid Subcontract Receipt (Revenue) Subcontract Receipt (Expense) / Sale of Service Dividend Received Dividend Paid Trade Receivable Trade Payable	1,490.70 978.78 63.54 1.20 572.57 7.67 200.00 150.00 338.46 21.96	68.25 16.03 15.89 0.30 190.27 50.00 - - 268.58 15.90
2.	Chembond Clavatis Industrial Hygiene Systems Limited	Finished Goods Sales Purchase Trade Receivable Trade Payable	83.44 0.69 43.52 0.01	26.37 0.03 20.47 -
3.	Chembond Distribution Limited	Finished Goods Sales Purchase Rent Received Trade Receivable Trade Payable	129.62 243.21 0.24 59.54 37.37	18.89 118.15 0.06 17.90 60.89
4.	Finor Pippl Chemicals Limited	Finished Goods Sales Purchases Rent Received Rent Paid Trade Receivable Trade Payable	4.24 646.84 3.00 6.00 (0.95) 71.91	3.83 48.42 0.75 1.50 11.58 62.12
5.	Chembond Material Technologies Limited (formerly Chembond Chemicals Ltd)	Purchases Corporate Guarantee Fees Trade Payable	7.69 1.50 1.29	5.45 0.37 1.52
6.	Rewa Soft Solutions Pvt Ltd	Purchase Trade Payable	- -	5.67 3.90
7.	Director's Remuneration	Nirmal V. Shah Sushil Lakhani - Sitting Fee Sushil Lakhani - Commission Paid Mahendra Ghelani- Sitting Fee	100.75 0.40 1.50 0.40	81.02 0.10 - 0.10

Q. Details of its other group companies including their capital structure and financial statements:

In terms of the SEBI ICDR Regulations and the Materiality Policy, Chembond Material Technologies Limited (formerly Chembond Chemicals Limited) is the only Group Company. The financials of the group company are available on our website www.chembondindia.com

R. Internal Risk Factors:

- The Company was incorporated on December 12, 2023 and there may be certain uncertainties in the integration of the Demerged Undertaking into a newly incorporated entity, such as our Company.
- Our manufacturing operation is currently concentrated in three states namely Gujarat, Himachal Pradesh and Tamil Nadu. Consequently, we are exposed to risks from economic, regulatory and other developments which could adversely affect our business, results of operations, cash flows and financial condition. As part of expansion plans, we may enter new geographies and business lines where company has limited credentials.
- If we are unable to maintain and enhance our brand, our business may suffer, which would have a material adverse effect on our business, results of operations, cash flows and financial condition.
- We are dependent on a number of key managerial personnel, including our senior management, and the loss of, or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.
- Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.
- Our insurance cover may be inadequate to fully protect us from all losses and may in turn adversely affect our financial condition.
- Our operations are subject to various operational hazards, environmental, health and safety laws and other government regulations, which could expose us to the risk of loss of revenues and increased expenses or material liabilities.
- Our business could be adversely affected by labour disruptions. We have substantial working capital requirements to finance the manufacturing business and may require additional financing to meet those requirements.

S. Outstanding litigations and defaults of the transferee entity, promoters, directors or any of the group companies:

Category of individuals entities	Criminal proceedings	Tax proceedings	Statutory or reguamontatatory proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved (₹in lakhs)
Company						
By CCSL	Nil	Nil	Nil	Nil	Nil	Nil
Against CCSL	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against Directors	2*	Nil	Nil	Nil	Nil	N.A.
Promoters						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	2*	Nil	Nil	Nil	Nil	N.A.
Subsidiaries						
By Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against Subsidiaries	Nil	2 ^	Nil	Nil	Nil	16.55

^ Contingent liabilities of the subsidiaries is of Rs.4.63 Lakhs relating to Income Tax Demand for AY 2009-10 & Rs.11.92 Lakhs relating to disallowance of Input Tax Credit under GST.

* Davendra Feeds India Pvt Ltd has lodged F.I.R no.231/2022 dated 24th June 2022 with police station Safidon, Dist. Jind, Haryana against Chembond Material Technologies Limited (formerly Chembond Chemicals Limited), Mr. Sameer Shah its Chairman & Managing Director and 3 other current and ex-employees, with respect to damage caused by inferior quality of Products supplied in the year 2018-19. The Company has disclaimed liability and is defending the action. It is not practical to estimate the potential effect of this claim, as the matter is being currently considered by the Competent Authorities and Courts.

* Rajkumar Mor of Mor Hatcheries has lodged. F.I.R. no.004/2023 dated 4th January 2023 with police station Pillukhera, Dist. Jind, Haryana against one of our Distributors in Haryana and Mr. Sameer Shah, Managing Director of Chembond Biosciences Ltd, regarding alleged defective supply of vitamin premix. The Company has disclaimed liability and is defending the action. It is not practical to estimate the potential effect of this claim, as the matter is currently being considered by the Competent Authorities and Courts.

* Since both the matters are interlinked, they have been clubbed together and the litigations are going on at the High Court of Judicature at Punjab and Haryana.

T. Regulatory Action, if any or disciplinary action taken by SEBI or Stock Exchanges against the Promoters in the last 5 financial years: No action has been taken against any of the Promoters in the last 5 financial years.

U. Brief details of outstanding criminal proceedings against the Promoters: Please refer Point 'S'

V. Particulars of high, low and average prices of the shares of the listed transferor entity during the preceding three years:

Year	BSE			NSE		
	High	Low	Average	High	Low	Average
2025	630.00	229.30	429.65	625.00	231.00	428.00
2024	746.15	442.40	594.28	743.20	436.00	589.60
2023	588.00	232.25	410.13	588.40	230.50	409.45
The average price was calculated using simple arithmetic method						

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