

Date:- 1st August, 2024

To,

The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Plot No. – C – 1, G Block,
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400051

The General Manager,
Department of Corporate Services,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

NSE Code:- PCBL

BSE Code:- 506590

Dear Sir/ Madam,

Sub:- Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Scheme of Amalgamation of Aquapharm Chemicals Private Limited with Advaya Chemical Industries Limited and their respective shareholders

It is hereby informed that, the Board of Directors of Advaya Chemical Industries Limited (ACIL) (“**Transferee Company**”), a subsidiary of the Company and Aquapharm Chemicals Private Limited (ACPL) (“**Transferor Company**”), wholly owned subsidiary of ACIL, have considered and approved the Scheme of Amalgamation of ACPL with ACIL and their respective shareholders under Section 233 and other applicable provisions of the Companies Act, 2013 (“**Act**”) (“**Scheme**”).

The abovementioned Scheme is subject to approval of Central Government through the office of the Regional Director, Western Region, Ministry of Corporate Affairs and other regulatory authorities and shareholders and creditors of the Transferor Company and the Transferee Company, as may be required under the applicable law.

In terms of the SEBI Listing Regulations read with SEBI Circular No SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023, we are furnishing herewith the details of the Scheme in **Annexure I**.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For **PCBL Limited**

K. Mukherjee
Company Secretary and Chief Legal Officer

PCBL Limited

Registered Office: 31 Netaji Subhas Road, Kolkata – 700 001, West Bengal, India

Corporate Office: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcblttd.com | **CIN:** L23109WB1960PLC024602

Annexure I – Brief details of Amalgamation

a.	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc.	<p>1. <u>Advaya Chemical Industries Limited (ACIL) – Details as on 30th June, 2024 (Standalone)</u></p> <p>Total assets: Rs. 3,894.32 crores Net Worth: Rs. 54.96 crores* Turnover: Rs. 1.5 crores (for the period April, 2024 to June, 2024)</p> <p>2. <u>Aquapharm Chemicals Private Limited (ACPL) Details as on 30th June, 2024 (Standalone)</u></p> <p>Total assets: Rs. 996.74 crores Net Worth: Rs. 747.48 crores* Turnover: Rs. 199.94 crores (for the period April, 2024 to June, 2024)</p> <p>* Note: The networth figures reported above are computed basis the definition of networth provided under Section 2(57) of the Act.</p>
b.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”	<p>The proposed transaction is between ACPL, a wholly owned subsidiary of ACIL and ACIL, a subsidiary of the Company.</p> <p>In terms of the General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of Corporate Affairs, the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013, will not attract the requirements of Section 188 of the Companies Act, 2013.</p>
c.	Area of business of entities	<p>ACPL is involved in the manufacture of phosphonates, polymers, green chelates, biocides and other specialty chemicals for various industries.</p> <p>ACIL is engaged in the business of manufacturing, processing, exporting, importing, trading, buying, selling, stocking and dealing in chemicals, chemical products, specialty chemicals, water treatment chemicals with key products such as phosphonates, biodegradable chelating agents, polymers, biocides and oil field chemicals (imidazoline, quats) antiknock preparations chemical, antifreeze chemical, liquid / solid gages chemical, hydraulic transmission chemical, composite diagnostic, laboratory reagents, writing or drawing ink, all type of chemical substance & additives and other products including organic and inorganic chemicals, solvents of any mixtures</p>

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		<p>derivatives and compounds thereof, and providing technical and other consultancy services to customers, industries, government and semi government bodies, industrial users for use of light and heavy chemicals of any nature to be used by the industry.</p>
d.	Rationale for amalgamation	<ol style="list-style-type: none"> 1. The Transferee Company is desirous of consolidating the assets and liabilities of the Transferor Company pursuant to the amalgamation. 2. The Scheme will result in the following benefits: <ol style="list-style-type: none"> (a) combination and optimal utilisation of resources and deriving operating efficiencies; (b) efficient utilization of capital for enhanced development and growth of the consolidated business under a single entity; and (c) elimination of multiple entities, legal and regulatory compliances and reduction of administrative costs. 3. The Scheme is in the interests of the Transferor Company, the Transferee Company and their respective stakeholders.
e.	In case of cash consideration – amount or otherwise share exchange ratio	<p>ACPL is a wholly owned subsidiary of ACIL and therefore, there shall be no issue of shares as consideration by ACIL for the amalgamation of ACPL with ACIL.</p>
f.	Brief details of change in shareholding pattern (if any) of listed entity	<p>There will be no change in the shareholding pattern of the Company pursuant to the proposed Scheme.</p>

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