

SE/CS/2024-25/51

7th December, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Company Scrip Code – 530871

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (W),
Mumbai – 400 051
Company Scrip Code – CHEMBOND

Subject: Voting Results and Scrutinizers Report in relation to the Meeting of the Members of Chembond Chemicals Limited (“the Company”) convened as per the direction of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) held on Friday, December 6, 2024, at 11.00 A.M.(IST)

Reference: Regulation 30 and 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

We refer to our letter dated December 6, 2024 where in the Company had submitted the summary of proceedings of the meeting of Equity Shareholders of the Company held on Friday, December 6, 2024 (“Meeting”) convened pursuant to the order dated October 11, 2024 passed by the NCLT (“Order”) in Company Scheme Application No. CA (CAA)/162/MB-1/2024.

In continuation to the above, in terms of the Order, provisions of the Companies Act, 2013 (“the Act”) and the SEBI Listing Regulations, each as amended from time to time, the Company provided remote e-voting facility and e-voting facility at the said Meeting. Pursuant to the Order, Mr. Virendra Bhatt (Membership No. 1157), practicing Company Secretaries scrutinized the remote e-voting process and e-voting at the said Meeting. In this regard, we are enclosing herewith the following:

- (i) The Scrutinizer’s Report dated December 6, 2024, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure A**.
- (ii) The combined results of the remote e-voting (prior to the Meeting as well as during the Meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations, marked as **Annexure B**.

The voting results along with the Scrutinizer’s Report is being made available simultaneously on the Company’s website at www.chembondindia.com and the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Chembond Chemicals Limited**

Suchita Singh
Company Secretary & Compliance Officer

Virendra Bhatt

Company Secretary

Office :

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Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Tel.: 022 - 2652 9367 / 68

Mobile No.: +91 98200 48670

Email : bhattvirendra1945@yahoo.co.in

Scrutinizers Report

To

The Chairman appointed for the Meeting of the Equity Shareholders
CHEMBOND CHEMICALS LIMITED
CIN: L24100MH1975PLC018235
Chembond Centre, EL-71, Mahape MIDC,
Navi Mumbai – 400710 Maharashtra, India

Sub: Consolidated Scrutinizer's Report on the results of voting by equity shareholders of Chembond Chemicals Limited through remote e-voting process (prior to and during the meeting) at the meeting of Equity Shareholders convened by the National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") of Chembond Chemicals Limited on Friday, December 6, 2024 at 11.00 a.m. IST ('Meeting'), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), pursuant to Sections 230-232 of the Companies Act, 2013 ('the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules') and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2') and as per the directions issued by the Hon'ble Tribunal vide order dated October 11, 2024 in the Company Composite Scheme Application No. CA(CAA)/162/MB-I/2024.

Dear Sir,

1. Mr. Virendra G. Bhatt, Practicing Company Secretaries, have been appointed by the Hon'ble Tribunal, vide its Order dated October 11, 2024, in the Company Composite



Scheme Application No. CA(CAA)/162/MB-1/2024 ("**Order**"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of Section 230-232 of the Companies Act, 2013 ("Act") read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the equity shareholders to the Composite Scheme of Amalgamation amongst Chembond Chemicals Limited ("Demerged Company", or "Transferee Company" or "Company"), Chembond Chemical Specialties Limited ("Resulting Company", or "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 ("Scheme"), in terms of the Notice dated October 25, 2024, convening the said meeting.

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to Meeting and (ii) e-voting during the Meeting.
2. The Management of the Company is responsible to ensure that the compliance of the requirements of the Act and rules made there under, relating to remote e-voting and e-voting at the Meeting, on the resolution as contained in the aforementioned Notice of Meeting is undertaken. Our responsibility as a Scrutinizer is to scrutinise and ensure that the voting done through remote e-voting and e-voting at the Meeting is done in a fair and transparent manner and to make a Scrutinizers Report on the votes cast "for" and "against" the resolution stated in the Notice of Meeting, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency appointed by the Company to provide e-voting facilities and e-voting at the Meeting.
3. The voting period for the remote e-voting prior to the meeting commenced on Sunday, December 1, 2024 at 9.00 a.m. (IST) and ended on Thursday, December 5, 2024 at 5.00 p.m. (IST).



4. The Company had also provided e-voting facility to the Equity Shareholders present at the Hon'ble NCLT Convened meeting through VC/OAVM and who had not cast their votes on resolution earlier by availing the remote e-voting facility prior to the Meeting. The e-voting module was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.
5. The cut-off date was Friday, November 29, 2024 for the purpose of deciding the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
6. Since the Meeting was held through VC/OAVM, physical attendance of equity shareholders had been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders was not available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. The Notice of the Meeting was sent by the Company electronically to all the members who held shares as on October 25, 2024 the Notice of Meeting contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as well as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 18/2020, 19/2020, 20/2020 and 20/2022 issued by MCA in this regard ("MCA Circulars"). The Company completed the dispatch of notice to members on November 4, 2024.
8. In addition, as directed by the Hon'ble NCLT, the Company has as on November 5, 2024, published a Notice by way of advertisement intimating the convening and holding of the Meeting of the Equity Shareholders and dispensation of meeting of secured and unsecured creditors of the Company in "Business Standard" in English and "Mumbai Lakshdeep" in Marathi.
9. After the closure of the voting at the Meeting of the Equity Shareholders, the report on the voting done through e-voting during the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted in the presence of two witnesses, who are not in employment of the Company viz Ms. Kavita Mishra and Ms. Bhagyashree Kamble. They have signed below in confirmation of the same.

Kmishra

Ms. Kavita Mishra

Bhambale

Ms. Bhagyashree Kamble



10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ('RTA') and the authorisations lodged with the Company/ Company's RTA.

11. On the basis of the votes cast by the members by way of electronic voting remotely and at the Meeting held on Friday, December 6, 2024, I have issued this Scrutinizer's Report.

12. The resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company are given below.

"To consider and approve the Composite Scheme of Arrangement between Chembond Chemicals Limited ("Demerged Company" or "Transferee Company" or "Company"), 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 (Scheme) pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act")."

13. In terms of the provisions of the Act read with rules framed thereunder, the resolution is required to be approved by the majority of the shareholders representing three-fourth in value. Accordingly, a summary of the votes cast by the members of the Company (all members including the members of the promoter and promoter group of the Company) through remote e-voting and e-voting at the Meeting with their pattern of voting is enclosed as **Annexure I** to this Report.

14. Further, in terms of provisions of the SEBI Listing Regulations read with the master circular in relation to scheme of arrangement issued by SEBI having No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time ("SEBI Scheme Circular"), the resolution is required to be approved by the majority of the public shareholders. Accordingly, a summary of the votes cast by the public shareholders of the Company (excluding the members of the promoter and promoter group of the Company) through remote e-voting and e-



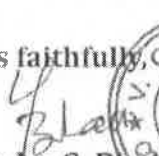
voting at the Meeting with their pattern of voting is enclosed as an **Annexure II** to this Report.

15. The Register and all other papers and relevant records containing the details of equity shareholders who have voted "In Favour" or "Against" and those whose votes were declared invalid for each resolution under remote e-voting done at the Meeting remain in our safe custody until the Chairperson approves and signs the Minutes of the aforesaid Meeting and the same would thereafter be handed over to the Chairperson of the Company.

16. Based on the above, the Resolution to consider and approve the Scheme of Arrangement between the Transferor Company, Resulting Company and Transferee Company shall be deemed to have been passed with the requisite majority as on the date of the Meeting i.e., December 6, 2024.

Thanking You,

Yours faithfully,


Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021



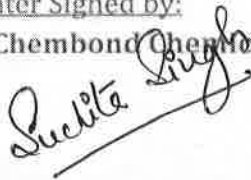
Date: 6th December, 2024

Place: Mumbai

UDIN: A001157F003286164

Counter Signed by:

For Chembond Chemicals Limited





Enclosure: Annexure I and Annexure II to this Report

ANNEXURE - I SCRUTINISER REPORT FOR MEETING OF EQUITY SHAREHOLDERS

The summary of the votes cast by the members of the Company (all members including the members of the promoter and promoter group of the Company) through remote e-voting and e-voting at the Meeting with their pattern of voting is as follows:

"To consider and approve the Composite Scheme of Arrangement between Chembond Chemicals Limited ("Demerged Company" or "Transferee Company" or "Company"), 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 (Scheme) pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act")."

Valid Votes

No. of Members Voted	Total No. of Votes casted by them	Total Valid Votes (%)
182	10074860	100%

(a) Votes in favour of the resolution:

No. of Members Voted	No. of Votes casted by them	% of total no. Valid Votes cast
180	10074750	99.9989%

(b) Votes against the resolution:

No. of Members Voted	No. of Votes casted by them	% of total no. Valid Votes cast
2	110	0.0011%

Result: Based on the aforesaid, in terms of the provisions of the Companies Act, 2013, the above resolution as proposed in the Notice of the NCLT convened Meeting of the Equity Shareholders shall be deemed to have been passed on the date of the said Meeting of the Transferee Company i.e. 180 shareholders with a 99.9989% majority of equity shareholders (viz. majority shareholders representing three-fourth in value) having voted in favour of the Scheme, through remote e-voting and e-voting at the Meeting.



ANNEXURE II TO SCRUTINISER REPORT FOR MEETING OF EQUITY SHAREHOLDERS

The summary of the votes cast by the public shareholders of the Company (excluding the members of the promoter and promoter group of the Company) through remote e-voting and e-voting at the Meeting with their pattern of voting is as follows:

“To consider and approve the Composite Scheme of Arrangement between Chembond Chemicals Limited (“Demerged Company” or “Transferee Company” or “Company”), 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 (Scheme) pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (the Act).”

(a) Valid Votes

No. of Members Voted (Public Shareholders)	Total No. of Votes casted by them	Total Valid Votes (%)
150	980091	100%

(b) Votes in favour of the resolution:

No. of Members Voted (Public Shareholders)	No. of Votes casted by them	% of total no. Valid Votes cast
148	979981	99.9888%

(c) Votes against the resolution:

No. of Members Voted (Public Shareholders)	No. of Votes casted by them	% of total no. Valid Votes cast
2	110	0.0112%

Result: Based on the aforesaid, in terms of the provisions of the Companies Act, 2013 as well as the SEBI Listing Regulations read with SEBI Scheme Circular, the above resolution as proposed in the Notice of the NCLT convened Meeting of the Equity Shareholders shall be deemed to have been passed on the date of the said Meeting of the Transferee Company i.e.

- i) 180 shareholders with a 99.9989% majority of equity shareholders (viz. majority shareholders representing three-fourth in value) and
- ii) 148 public shareholders with a 99.9888% majority of public shareholders (viz. majority of public shareholders) having voted in favour of the Scheme, through remote e-voting and e-voting at the Meeting.



Annexure B- Voting Results

Voting Results of the Meeting

Date of the Meeting	Friday, December 6, 2024
No. of shareholders as on the cut-off date (November 29, 2024)	12,629
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group	NA
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter group	26
Public	37

Voting Results of Chembond Chemicals Limited – Promoter & Public Shareholders								
Resolution Required: Special			Approval for the Composite Scheme of Arrangement					
Whether promoter/promoter group are interested in the agenda/resolution			No (As per Companies Act, 2013)					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9094769	9094769	100.0000	9094769	0.0000	100.0000	0.0000
	Poll		0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0.0000	0.0000
	Total		9094769	100.0000	9094769	0.0000	100.0000	0.0000
Public Institutions	E-Voting	253012	82140	32.4649	82140	0.0000	100.0000	0.0000
	Poll		0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0.0000	0.0000
	Total		82140	32.4649	82140	0.00	100.00	0.00
Public Others	E-Voting	4100507	897951	21.8985	897841	110	99.9877	0.0123
	Polls		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		897951	21.8985	897841	110	99.9877	0.0123
Total		13448288	10074860	74.9156	10074750	110	99.9989	0.0011

Chembond Chemicals Limited

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CIN: L24100MH1975PLC018235

Voting Results of Chembond Chemicals Limited – Promoter & Public Shareholders								
Resolution Required: Special			Approval for the Composite Scheme of Arrangement					
Whether promoter/promoter group are interested in the agenda/resolution			No (As per SEBI LODR regulations)					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	253012	82140	32.4649	82140	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		82140	32.4649	82140	0	100.0000	0.0000
Public Others	E-Voting	4100507	897951	21.8985	897841	110	99.9877	0.0123
	Polls		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		897951	21.8985	897841	110	99.9877	0.0123
Total		4353519	980091	22.5126	979981	110	99.9888	0.0112

Chembond Chemicals Limited

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