

04th August 2026

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

BSE Limited

Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

NSE Symbol : POCL

BSE Scrip Code: 532626

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 – Approval of Scheme of Amalgamation

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), we wish to inform that the Board of Directors of the Company in their meeting held on 04th August 2026 has considered and approved the Scheme of Amalgamation of its Wholly Owned Subsidiary namely Harsha Exito Engineering Private Limited (‘HEEPL or Transferor Company’) with the Company namely Pondy Oxides & Chemicals Limited (‘POCL or Transferee Company’), being the Holding Company under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the respective rules made thereunder.

The above Scheme of Arrangement shall be subject to the approval of Hon’ble National Company Law Tribunal (NCLT) of relevant jurisdiction, Shareholders and Creditors of Transferor Company and Transferee Company, if applicable.

Further, the details as required under SEBI Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as Annexure I.

The meeting commenced at 04.00 P.M. and concluded at 06:15 P.M.

Kindly take the same on your record.

Thanking You

Yours faithfully,

For Pondy Oxides & Chemicals Limited

K Kumaravel

Director Finance & Company Secretary

ANNEXURE I

Disclosure under Regulation 30 of the SEBI Listing Regulations read with Schedule III thereof and the Master Direction issued under SEBI Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

S. No.	Particulars	Details												
a)	Name of the Entity forming part of the amalgamation / merger, details in brief such as size, turnover etc.	Transferor Company – M/s. Harsha Exito Engineering Private Limited (“HEEPL”) Transferee Company – M/s. Pondy Oxides & Chemicals Limited (“POCL”) As on 31st March 2026 (Rs. In Lakhs) <table border="1"> <thead> <tr> <th>Particulars</th><th>HEEPL</th><th>POCL (Standalone)</th></tr> </thead> <tbody> <tr> <td>Paid-up Capital</td><td>5,000.00</td><td>1,525.56</td></tr> <tr> <td>Net Worth</td><td>(1,241.74)</td><td>79,985.29</td></tr> <tr> <td>Turnover/ Revenue from Operations</td><td>26.87</td><td>2,93,865.30</td></tr> </tbody> </table>	Particulars	HEEPL	POCL (Standalone)	Paid-up Capital	5,000.00	1,525.56	Net Worth	(1,241.74)	79,985.29	Turnover/ Revenue from Operations	26.87	2,93,865.30
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Net Worth	(1,241.74)	79,985.29												
Turnover/ Revenue from Operations	26.87	2,93,865.30												
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Yes, the Subsidiaries are covered under the definition of related party as per the Section 2(76) of the Companies Act, 2013 and thus, the aforesaid transaction will fall under “Related Party Transaction”. However, as per the Ministry of Corporate Affairs (“MCA”) Circular No. 30/2014 dated 17th July 2014, it is clarified that 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. It is to be noted that the proposed Scheme does not envisage payment of any consideration, as the Transferor Company is wholly owned subsidiary of the Transferee Company namely Pondy Oxides and Chemicals Ltd.												

S. No.	Particulars	Details
c)	Area of business of the entity(ies)	Harsha Exito Engineering Private Limited (“Transferor Company or HEEPL”) is engaged in the business of recycling of non-ferrous metals, plastics and other special engineering components. Pondy Oxides and Chemicals Limited (“Transferee Company or POCL”) is engaged in the business of manufacturing lead metals and alloys, copper and other non-ferrous metals and Plastics.
d)	Rationale for amalgamation/ merger	The reasons justifying the proposed Scheme of amalgamation of the Transferor Company with the Transferee Company are as follows: 1. The Amalgamation will result in the consolidation of the business, assets, liabilities and operations of the Transferor Company with those of the Transferee Company, thereby simplifying the existing corporate structure and eliminating the need to maintain a separate wholly owned subsidiary undertaking substantially similar business activities. 2. The amalgamation will lead to better, more efficient, and economical management and control of the businesses by eliminating duplication of functions, streamlining decision-making processes, achieving unified management oversight, and facilitating focused strategic execution for the future growth and development of the Transferee Company. 3. The amalgamation is expected to result in economies of scale, improved operational efficiencies, and better coordination and control

S. No.	Particulars	Details
		over financial resources, including more efficient utilization of capital, optimized cash flow and debt management, and seamless access to cash flows generated by the combined businesses. 4. Overall, the amalgamation is expected to result in enhanced value creation and long-term value maximization for all stakeholders of the combined entity.
e)	In case of cash consideration – amount or otherwise share exchange ratio	The Transferor Company being wholly owned subsidiary of the Transferee Company, no new shares shall be issued or payment to be made in cash whatsoever by the Transferee Company in lieu of shares held in the share capital of the Transferor Company and the equity shares issued by the Transferor Company and held by its shareholders shall stand cancelled on the Effective Date without any further act, application or deed.
f)	Brief details of change in shareholding pattern (if any) of listed entity	Pursuant to the Scheme of Amalgamation, there will be no change in the Shareholding Pattern of the listed entity i.e., no new shares shall be issued or payment to be made in cash whatsoever by the Transferee Company in lieu of shares held in the share capital of the Transferor Company.