PONDY OXIDES AND CHEMICALS LIMITED

POCL®

17th November 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: Receipt of order dated November 03, 2026, passed by Hon'ble National Company Law Tribunal, Chennai Division Bench ('NCLT') inter alia directing the dispensation of the requirement to convene the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of POCL Future Tech Private Limited ('Transferor Company') and Pondy Oxides and Chemicals Limited ("Transferee Company")

Ref: Disclosure under Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("Listing Regulation").

*****

Dear Sir/Madam,

In continuation to our earlier communication dated January 28, 2026, regarding the proposed Scheme of Arrangement for Amalgamation of POCL Future Tech Private Limited ('Transferor Company') with Pondy Oxides and Chemicals Limited ('Transferee Company' / 'the Company') ("Scheme"/ "Scheme of Arrangement"), this is to further inform you that pursuant to the First Motion Application filed by the Company before the Hon'ble National Company Law Tribunal, Chennai Division Bench ("NCLT"), the Hon'ble NCLT has allowed the said First Motion Application by passing an order dated November 03, 2026 and has been duly received by the company on November 16, 2026.

The said order pronounced on November 03, 2026, is available on the website of Hon'ble NCLT viz. https://nclt.gov.in/. A copy of the said order is attached herewith and is also available at the website of the Company viz. [https://pocl.com/amalgamation/].

Contd.,

The Hon'ble Tribunal vide the aforesaid order has inter alia passed directions regarding dispensing with the requirement of convening the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of both the Transferor Company and Transferee Company.

The Second Motion Application will be filed with the Hon'ble NCLT within the prescribed timelines.

You are kindly requested to take the same on records.

Thanking You

Yours faithfully,
For **Pondy Oxides and Chemicals Limited**

K KUMARAVEL

Digitally signed by K KUMARAVEL
DN: c=IN, postalCode=600083, st=TAMIL NADU, street=NO.4150 ANJUGAM NAGAR 2ND STREETCHENNAIJAFFERKHANPET 600083, l=CHENNAI, o=Personal, title=0131, serialNumber=10009a75f1b4356d894d05ae462ccbf2eedd1acda5d98c29f77e061ea7841c5f, pseudonym=4122424d837397f7b0b4c0e16ad2f148f, 2.5.4.20=bab58cd52baa231c6b730635fa9b334e045226e7b0305b9d4b06ff0649cdda846a, email=KK@POCL.COM, cn=K KUMARAVEL
Date: 2026.11.17 13:55:18 +05'30'

K. Kumaravel
Director Finance & Company Secretary

NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – II
CHENNAI

ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH, HELD ON 03.11.2026 AT 10.30 A.M. THROUGH VIDEO CONFERENCING:

CORAM: SHRI. JYOTI KUMAR TRIPATHI, HON'BLE MEMBER (JUDICIAL)
SHRI. RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)

APPLICATION NUMBER : C.A.(CAA)/44(CHE)2026

PETITION NUMBER : --

NAME OF THE APPLICANT : Pondy Oxides and Chemicals Limited

NAME OF THE RESPONDENT(S) : --

UNDER SECTION : Sec 230 - 232 of CA, 2013

ORDER

Present: Ld. Counsel Mr. Krishna Sharan Mishra for the Applicant.

Vide separate order pronounced in open court, **C.A.(CAA)/44(CHE)2026** is Allowed.

Sd/-
RAVICHANDRAN RAMASAMY
Member (Technical)

Sd/-
JYOTI KUMAR TRIPATHI
Member (Judicial)

kg

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH - II, CHENNAI
CA (CAA) / 44 (CHE) / 2026

(Under Sections 230 to 232 of the Companies Act, 2013)

In the matter of Scheme of Amalgamation of POCL Future Tech Private Limited, with Pondy Oxides and Chemicals Limited and their respective Shareholders and Creditors.

POCL FUTURE TECH PRIVATE LIMITED
(CIN: U37200TN2022PTC152661)
Having its Registered Office at KRM Centre,
4th Floor No. 2, Harrington Road, Chetpet,
Chennai, Tamil Nadu, India, 600031
Represented by its Director, Mr. S Sri Sabarish.

… 1st Applicant /Transferor Company

With

PONDY OXIDES AND CHEMICALS LIMITED
(CIN: L24294TN1995PLC030586)
Having its Registered Office at KRM Centre,
4th Floor No. 2, Harrington Road, Chetpet,
Chennai, Tamil Nadu, India, 600031
Represented by its Company Secretary,
Mr. Krishnamoorthi Kumaravel *… 2nd Applicant / Transferee Company*

Order Pronounced on ***03.11.2026***

CORAM

Shri. JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)
Shri. RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)

Present:
For Applicants: Ld. PCS Mr. Krishna Sharan Mishra.

ORDER

(Hearing through hybrid mode)

1. The present application have been filed jointly by the Applicant Companies, namely **POCL FUTURE TECH PRIVATE LIMITED** (hereinafter referred to as "*Transferor Company*) with **PONDY OXIDES AND CHEMICALS LIMITED** (hereinafter referred to as "*Transferee Company"*) under sections 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement (hereinafter referred to as the "**SCHEME**") proposed by the Applicant Companies. The said Scheme is appended as **"Annexure 6"** in the application.

2. The Applicant Companies in this Application has sought for the following reliefs;

	EQUITY SHAREHOLDERS	PREFERENE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
TRANSFEROR/DEMERGED COMPANY	Dispense with	Not applicable as no preference shareholder	Dispense with	Dispense with
TRANSFEREE/RESULTING COMPANY	Dispense with	Not applicable as no preference shareholder	Dispense with	Dispense with

3. Affidavits in support of the present Application sworn for and on behalf of the Applicant Companies have been filed by its authorized signatories, details of which are listed hereunder: -

   i) **Mr. S Sri Sabarish,** on behalf of the 1st Applicant Company/ Transferor Company**,** as its Director/ Authorized signatory.

   ii) **Mr., Krishnamoorthi Kumaravel** a company secretary on behalf of the 2nd Applicant Company/ Transferee Company**,** as its Director/ Authorized signatory.

4. It is submitted that the Transferor Company is a Private Limited Company, incorporated under the provisions of Companies Act, 2013 on 27.05.2022 with name **POCL FUTURE TECH PRIVATE LIMITED**. The Share Capital of the Transferor Company as on 31.03.2025 is as follows:

PARTICULARS	AMOUNT IN RS.
AUTHORISED SHARE CAPITAL 10,00,000 Equity shares of Rs.10/- each	**1,00,00,000**
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL 9,99,925 Equity shares of Rs.10/- each	**99,99,250**

MAIN OBJECTS OF THE DEMERGED COMPANY IN BRIEF:

"a. The main objects of Transferor Company are set out in its memorandum of association and inter alia, as follows:

1. To engage in the business of recycling of e-waste, electric vehicles and components, recycling of metals, rubber, oil, glass, paper, plastics and all ferrous and non-ferrous metals and their by-products, chemicals and solvents and value addition thereto and to buy, sell, import, export, trade, distribute, resell any such waste or item of any salvageable value or any product derived from the processing, recovery, refurbishment, refining, recycling and treatment of such waste or item of salvageable value.

2. Research and Developments on Recycling Technologies, technical development of special purpose machines.

5. It is submitted that the Transferee Company is a Public Limited Company, incorporated under the provisions of the Companies Act, 1956 on 21.03.1995 with name **PONDY OXIDES AND CHEMICALS LIMITED.** The Share Capital of the Transferee Company as on 31.03.2025 is as follows:

PARTICULARS	AMOUNT IN RS.
AUTHORISED SHARE CAPITAL 4,03,00,000 Equity shares of Rs.5/- each	**20,15,00,000**

ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL 2,81,24,689 Equity shares of Rs.5/- each	**14,06,23,445**

It is further humbly submitted that in addition to above share capital, as on 31st March 2025, the Transferee Company also had outstanding 11,93,295 number of convertible Warrants each convertible into two Equity shares of Rs. 5/- each. Subsequent to 31st March 2025, the said convertible warrants have been fully converted into Equity shares of the Transferee Company upon exercise by the respective warrant-holders. Accordingly, the share capital structure of the Applicant Companies as on 31st December 2025 stands as below:

Particulars	Amount in Rs.
Authorised Share Capital	
4,03,00,000 Equity Shares of Rs. 5/- each	Rs. 20,15,00,000.00
Issued, Subscribed and Paid-up Share Capital	
3,05,11,279 Equity Shares of Rs. 5/- each	Rs. 15,25,56,395.00
convertible Warrants	Nil

MAIN OBJECTS OF THE RESULTING COMPANY IN BRIEF:

"a. The main objects of Resulting Company are set out in its memorandum of association and inter alia, as follows:

1. To carry on the business of manufacturers, producers, repairers, traders, dealers, importers, exporters, buyers, sellers, jobbers, recyclers, cleaners, processing, treating, extraction, representatives, melters, refiners, smelters, intermediaries of machinery, equipment, electrical, electronic and engage in all types of Ferrous and Non-Ferrous Metals, reprocessing of Plastic, recycled granules, pellets of PP, PVC, HDPE, LDPE,

HIPS and ABS and its by-products for commercial work in India or elsewhere in the world;

2. To acquire in India or elsewhere by purchase, lease, assignment, transfer or otherwise mines, mining rights, or any other earthen surface containing all kinds of Non-Ferrous Metals and other related minerals and materials and to manufacture, treat, search, beneficiate, survey, improve, remove and extract from mines, quarry, fabricate, refine, import, export, purchase, sell and deal and to act as brokers, agents, stockiest, distributors and suppliers of all kinds of Ferrous and Non-Ferrous Metals and other related minerals and materials;

3. To recycle, treat, refurbish, recover, reprocess, refine, and salvage all types of industrial, domestic or commercial waste including Lithium/e-waste and any item of any salvageable value whatsoever for further value addition or resale or reuse as is or in another process. Also, to buy, sell, import, export, trade, distribute, resell any such waste or item of any salvageable value or any product derived from the processing, recovery, refurbishment, refining, recycling and treatment of such waste or item of salvageable value.

4. To carry on the business of manufacture, buy, sell, import, export, process, treat and deal in all kinds of active pharmaceutical ingredients, intermediates, formulations and all raw materials related to the same.

5. To recycle, treat, refurnish, recover, reprocess, refine and salvage all types of industrial, domestic or commercial waste including Lithium/e-waste and any item of any salvageable value whatsoever for further value addition or resale or reuse as is or in another process. Also, to buy, sell, import, export, trade, distribute, resell any such waste or item of salvageable value or any product derived from the processing, recovery, refurbishment, refining, recycling and treatment of such waste or item of salvageable value.

6. Applicant companies have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses. The Applicant

Companies have filed their audited financial Statements as on 31.03.2024 and is placed at ***Annexure 1(a)*** and ***Annexure 1(b)*** respectively.

7. The Present Scheme provides for Merger of the Applicant companies and the rationale of the scheme is as follows:

"RATIONALE FOR THE SCHEME

7.1 The Transferee Company is engaged in the manufacturing of lead metals and Alloys, Copper and Other Non- Ferrous Metals and Plastics. whereas the Transferor Company operates in plastics recycling. The amalgamation will bring together complementary business operations, enabling the combined entity to leverage operational synergies and strengthen its competitive positioning in an increasingly complex and competitive business environment.

7.2 The amalgamation will result in the creation of a vertically integrated business structure by integrating the recycling and refining operations of the Transferor Company with the manufacturing processes of the Transferee Company. This integration will ensure secure, reliable, and cost-stable access to recycled metal inputs, reduce dependence on external suppliers, minimize supply disruptions, enhance operational continuity, and support improved long-term planning and optimal capacity utilization across business units.

7.3 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.

7.4 The amalgamation is expected to result in economies of scale, improved operational efficiencies, and better coordination and control 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.

7.5 Overall, the amalgamation is expected to result in enhanced value creation and long-term value maximization for all stakeholders of the combined entity.

8. The Board of Directors of the Transferor Companies and the Transferee Company in the meeting held on 28.01.2026, has approved the proposed Scheme as contemplated above. Certified Copies of the Board resolutions passed thereon have been placed on record by the companies on Page no. 409-419 as **Annexure 5(a) and 5(b)** of the application respectively.

9. The Statutory Auditors of both the Applicant Companies have certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013.

10. With respect to **POCL FUTURE TECH PRIVATE LIMITED *(Transferor Company)***, it is submitted as under:

I. EQUITY SHAREHOLDERS:

There are **7 (Seven)** Equity Shareholders and the List of equity shareholders to this effect is placed on record as a certificate issued by the Charted Accountant at Pg.No.473 as **Annexure 7(a).** Consent by way of Affidavits was given by all the Equity Shareholders amounting to 100% is also placed on record at Pg.No.474-494 as **Annexure 8** and the Transferor Company has sought to *dispense with the meeting*.

II. SECURED CREDITORS:

There is **1** Secured Creditor. Certificate has been issued by the Chartered Accountant to this effect as on 31.12.2025 is placed along with the application at Pg.No.495-497 as **Annexure 9(a).** Consent by way of Affidavits was given by the secured creditor amounting to 100% is also placed on record at Pg.No.510-529 as **Annexure 10(a)** and the Transferor Company has sought to *dispense with the meeting*.

III. UNSECURED CREDITORS:

There is **41 (Forty-one)** Unsecured Creditors. Certificate has been issued by the Chartered Accountant to this effect as on 31.12.2025 is placed along with the application at Pg.No.530-533 as **Annexure 11(a)** and the Transferor Company has sought to *dispense with the meeting*.

11. With respect to **PONDY OXIDES AND CHEMICALS LIMITED *(Transferee Company)***, it is submitted as under:

I. EQUITY SHAREHOLDERS:

There are **62267 (Sixty-two Thousand Two Hundred and Sixty-seven)** Equity Shareholders and the List of equity shareholders to this effect is placed on record as a certificate issued by the Charted Accountant at Pg.No.466-472 as **Annexure 7(b)** and the Transferee Company has sought to *dispense with the meeting*.

II. SECURED CREDITORS:

There is **4 (Four)** Secured Creditor. Certificate has been issued by the Chartered Accountant to this effect as on 31.12.2025 is placed along with the application at Pg.No.498-509 as **Annexure 9 (b)**. Consent by way of Affidavits was given by all of the secured Loan Creditors amounting to 100% is also placed on record at Pg.No.510-529 as **Annexure 10(b)** and the Transferee Company has sought to *dispense with the meeting.*

III. UNSECURED CREDITORS:

There is **236 (Two Hundred and Thirty-Six)** Unsecured Loan Creditors. Certificate has been issued by the Chartered Accountant to this effect as on 31.12.2025 is placed along with the application at Pg.No.534-544 as **Annexure 11(b)** and the Transferee Company has sought to *dispense with the meeting.*

12. Taking into consideration the submissions and the documents on record, this Tribunal issues the following directions: -

A) IN RELATION OF TRANSFEROR COMPANY:

I) With respect to Equity shareholders:

Since it is represented that there are **7 (Seven**) Equity Shareholder in the Company whose consents by way of affidavits forming 100% value have been obtained and are placed on record, the necessity to convene and hold a meeting is ***dispensed with***.

II) With respect to Secured Creditors:

Since it is represented that there is **1 (one)** Secured Creditor in the Company whose consent by way of affidavits forming 100% value have been obtained and are placed on record the necessity to convene and hold a meeting is ***dispensed with***.

III) With respect to Unsecured Creditors:

It is represented that there are **41 (Forty-one)** Unsecured Creditors in the Company. Since the Transferor Company is Wholly Owned Subsidiary of the Transferee Company. It is further submitted that No Compromise is offered under the Scheme of Amalgamation to the Creditors of the Transferor Company or the Transferee Company. Further, the assets of Transferor Company and the Transferee Company are more than sufficient to meet all the liabilities of the Transferor Company and the Transferee Company. The Net Worth of the combined entities including the Transferor Company and the Transferee Company remains highly positive even after giving effect to the Scheme of Amalgamation. Even further, the present Scheme of Amalgamation will not adversely affect the rights of any of the creditors of any of the Transferor Company or the Transferee Company in any manner whatsoever. From the perusal of the pleadings it is amply clear that the Appellant Company is a 100% holding of its Subsidiary i.e. the transferor Company. Therefore, there is no issuance of any new shares, there is no reorganisation of share capital of the Appellant Company and no arrangement wherein shareholders have to compromise with creditors of the

Transferor Company. Hence relying on of Hon'ble NCLAT order in *Mohit Agro Commodities Processing Pvt Ltd one other (Company Appeal (AT) No. 59 of 2021*, the necessity of convening, holding and conducting a meeting of Unsecured creditor is ***dispensed with***.

B) IN RELATION OF TRANSFEREE COMPANY:

I) With respect to Equity shareholders:

It is represented that there are **62267 (Sixty-two Thousand Two Hundred and Sixty-seven)** Equity shareholders in the Company. With regard to the meeting of Equity Shareholders of the Transferee Company, it is submitted that the Transferor Company being the wholly owned subsidiary of the Transferee Company, the Transferee Company is not required to issue and allot any share as consideration for the proposed amalgamation. It is further submitted that in the instant case there is no arrangement by the Transferee Company with its shareholders or with the shareholders of the Transferor Company. Further, the rights of the shareholders of the Transferee Company are not affected as no new shares are being issued to the shareholders of the Transferor Companies and the proposed Scheme does not involve any re-organisation of the share Capital. In the circumstances, as there is no arrangement with the Equity Shareholders of the Transferee Company, the rights of the said shareholders are not affected by the present Scheme. From the perusal of the pleadings it is amply clear that the Appellant Company is a 100% holding of its Subsidiary i.e. the transferor Company. Therefore, there is no issuance of any new shares, there is no reorganisation of share capital of the Appellant Company. Hence relying on of Hon'ble NCLAT order in *Mohit Agro Commodities Processing Pvt Ltd one other (Company Appeal (AT) No. 59 of 2021*, the necessity of convening, holding and conducting a meeting of Equity shareholders is ***dispensed with.***

II) With respect to Secured Creditors:

Since it is represented that there are **4 (Four)** Secured Creditors in the Company whose consents by way of affidavits forming 100% value have been obtained and are placed on record, the necessity to convene and hold a meeting is *dispensed with.*

III) With respect to Unsecured Creditors:

It is represented that there are **236 (Two Hundred and Thirty-Six)** Unsecured Creditor in the Company. Since the Transferor Company is Wholly Owned Subsidiary of the Transferee Company. It is further submitted that No Compromise is offered under the Scheme of Amalgamation to the Creditors of the Transferor Company or the Transferee Company. Further, the assets of Transferor Company and the Transferee Company are more than sufficient to meet all the liabilities of the Transferor Company and the Transferee Company. The Net Worth of the combined entities including the Transferor Company and the Transferee Company remains highly positive even after giving effect to the Scheme of Amalgamation. Even further, the present Scheme of Amalgamation will not adversely affect the rights of any of the creditors of any of the Transferor Company or the Transferee Company in any manner whatsoever. From the perusal of the pleadings it is amply clear that the Appellant Company is a 100% holding of its Subsidiary i.e. the transferor Company. Therefore, there is no issuance of any new shares, there is no reorganisation of share capital of the Appellant Company and no arrangement wherein shareholders have to compromise with creditors of the Transferor Company. Hence relying on of Hon'ble NCLAT order in *Mohit Agro Commodities Processing Pvt Ltd one other (Company Appeal (AT) No. 59 of 2021*, the necessity of convening, holding and conducting a meeting of Unsecured creditor is ***dispensed with***.

13. Accordingly, the Application **CA (CAA) / 44 (CHE) / 2026** stands **allowed**.

-Sd-	**-Sd-**
RAVICHANDRAN RAMASAMY	**JYOTI KUMAR TRIPATHI**
MEMBER (TECHNICAL)	MEMBER (JUDICIAL)