PRIMO CHEMICALS

PCL:SEC:2026:283

25th September, 2026

BSE Limited
PJ Towers, Dalal Street
Mumbai - 400001
Scrip code: 506852

National Stock Exchange of India Limited
Exchange Plaza, C – 1, Block - G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051, Maharashtra, India
Symbol: PRIMO

Sub.: Outcome of the Board Meeting held on 25th September, 2026, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR")

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") including circulars issued thereunder and other applicable provisions, if any, we wish to inform you that the Board of Directors of Primo Chemicals Limited at its meeting held today, i.e., Friday, 25th September, 2026 has inter alia, considered and approved the following matters:

1. **Draft Scheme of Amalgamation ("Scheme") of Flow Tech Chemicals Private Limited ("Flow Tech"/ "Transferor Company") with Primo Chemicals Limited ("PCL"/ "Transferee Company") and their respective shareholders and creditors.**

Draft Scheme of Amalgamation ("Scheme") of Flow Tech Chemicals Private Limited ("Flow Tech"/ "Transferor Company"), a wholly owned subsidiary of Primo Chemicals Limited, with Primo Chemicals Limited ("PCL"/ "Transferee Company"), to merge the entire business and the whole undertaking(s), properties, business, assets, liabilities, rights, benefits, obligations and interests of the Transferor Company pursuant to Section 230- 232, enabling provisions of the Memorandum of Association and Articles of Association of the Transferor Company and Transferee Company and all other applicable provisions of the Companies Act, 2013, if any, subject to satisfaction of various conditions, including subject to necessary approvals/ consents/ sanctions and permissions of the members, creditors, and other classes of persons, if any, sanction by NCLT or such other competent authority, as may be applicable and other statutory/ regulatory authorities, as may be required (collectively referred to as "Regulatory Authorities") and such other approvals / consents / sanctions / permissions / exemptions, as may be required under applicable laws and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by the Regulatory Authorities, while granting such approvals / consents / sanctions / permissions / exemptions. The Appointed Date for the Scheme of Amalgamation shall be 1st October, 2026.

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with SEBI Master Circular no. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 are provided in Annexure I.

You are requested to please take note of the same.

Thanking You,

For Primo Chemicals Limited

Sugandha Kukreja
Digitally signed by Sugandha Kukreja
Date: 2026.09.25 15:16:44 +05'30'

Sugandha Kukreja
Company Secretary & Chief HR Officer
Encl: A/a

Annexure I

<u>Details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the "SEBI LODR"), read with SEBI Master Circular no. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026.</u>

<table>
<tr><td>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.</td><td>Primo Chemicals Limited ("PCL"/ "Transferee") and Flow Tech Chemicals Private Limited ("Flow Tech"/ "Transferor"), a wholly owned subsidiary of the Company.
(Amount in Rs. Lakhs)
<table>
<tr><th>Name of the Entity</th><th>Turnover as on 31.03.2026</th><th>EBITDA as on 31.03.2026</th></tr>
<tr><td>Primo Chemicals Limited</td><td>56,169.23</td><td>8,788.55</td></tr>
<tr><td>Flow Tech Chemicals Private Limited</td><td>34,166.14</td><td>2,019.27</td></tr>
</table></td></tr>
<tr><td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length.</td><td>Flow Tech Chemicals Private Limited ("Flow Tech"/ "Transferor") is a wholly owned subsidiary of the PCL. The proposed merger falls within the purview of related party transaction.

However, the proposed merger will not fall within purview of related party transaction in terms of section 188 of Companies Act, 2013.</td></tr>
<tr><td>Area of business of the entity(ies)</td><td>
<table>
<tr><td>Primo Chemicals Limited</td><td>PCL is engaged in the manufacturing of Caustic Soda Lye, Caustic Soda Flakes, Liquid Chlorine, Hydrochloric Acid, Sodium Hypochlorite, Hydrogen Gas, SBP and Aluminium Chloride. The main product of the PCL is caustic soda lye and liquid chlorine, hydrochloric acid, hydrogen gas and sodium hypochlorite are its bye-products.</td></tr>
<tr><td>Flow Tech Chemicals Private Limited</td><td>Flow Tech is engaged in the manufacturing of Chlorinated Paraffin and Hydrochloric Acid.</td></tr>
</table></td></tr>
<tr><td>Rationale for amalgamation/ merger</td><td>The proposed amalgamation is expected to provide the following benefits:

a. Leading to a more efficient utilization of capital and creation of a consolidated base of assets and resources for future growth and a greater value for shareholders and all other stakeholders;

b. Simplification of overall group structure by fully integrating Flow Tech's operations directly within Primo and creating efficiencies via amalgamation;</td></tr>
</table>

	c. Reduction in the management overlaps due to operation of the multiple entities and more focused leadership; d. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; e. Synergy benefits, such as competitive edge, consolidation of businesses to combine growth opportunities to capitalize on future growth potential which would in-turn significantly help in efficient utilization of financial and operational resources; and f. Pooling of proprietary information, personnel, financial, managerial and other resources, thereby contributing to future growth
In case of cash consideration – **amount or otherwise share exchange ratio**	Not Applicable, since the scheme does not involve payment of any cash consideration as no equity shares are proposed to be issued by PCL pursuant to the Scheme, as Flow Tech is a wholly owned subsidiary of PCL. Accordingly, no share exchange ratio is applicable and no consideration is payable to the shareholders of the Transferor Company.
Brief details of change in shareholding pattern (if any) of listed entity	Not Applicable, since there will be no change in the shareholding pattern of the Transferee Company pursuant to the proposed Scheme. since there is no fresh equity shares that will be issued by the Transferee Company and the pre and post amalgamation shareholding pattern of the Company would remain the same.