

PRIMO

CHEMICALS

PCL: SEC: 2025:127

14.08.2025

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 506852

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 001
Scrip Code: PRIMO

Sub.: Outcome of Board Meeting held on 14th August, 2025- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company in its meeting held on 14th August, 2025, commenced at 13:00 Hours and concluded at 17:15 Hours, inter-alia, has considered and approved the following:

1. Appointment of M/s. A. Arora & Co., Practicing Company Secretary, as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from financial year 2025-26 to financial year 2029-30, subject to the approval of shareholders in the ensuing AGM of the Company.
2. Re-appointment of Shri Tilak Raj Bajalia, Shri Ashok Goyal and Shri Kuldeep Singh Suhag as Independent Directors for a second term of five (5) consecutive years commencing from 1st December, 2025 to 30th November, 2030 (both days inclusive), subject to the approval of shareholders in the ensuing AGM of the Company.
3. the acquisition of balance 51% stake in paid up share capital of Flow Tech Chemicals Private Limited, a Promoter Group Company.
4. 50th Annual General Meeting of the Company will be held on 30th September, 2025 at 14.00 hours through Video Conferencing (VC) or other Audio Visual Means (OAVM). The Register of members and Share Transfer Books will be closed from 24th September, 2025 to 30th September, 2025 for the purpose of Annual General Meeting.

The disclosures as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 Dated 11th November, 2024, concerning the above appointment/re-appointments and acquisition are enclosed as Annexure I and Annexure II, respectively, to this intimation.

Kindly take the above on record.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For Primo Chemicals Limited

SUGANDHA KUKREJA
Company Secretary & Chief HR Officer

PRIMO CHEMICALS LIMITED

REGISTERED & CORPORATE OFFICE : BAY NO. 46-50, SECTOR 31-A, CHANDIGARH- 160030
PHONE : 0172-2801649-650, EMAIL : INFO@PRIMO-CHEMICALS.IN CIN: L24119CH1975PLC003607 WEBSITE : WWW.PRIMO-CHEMICALS.IN

WORKS : NANGAL-UNA ROAD, NAYA NANGAL-140126 DISTT. ROPAR, PUNJAB, INDIA

Annexure I

Disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 Dated 11th November, 2024, concerning the above appointment/re-appointments.

Particulars	Secretarial Auditor	Independent Directors		
	M/s A. Arora & Co.	Shri Tilak Raj Bajalia	Shri Ashok Goyal	Shri Kuldip Singh Suhag
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment	Re-appointment	Re-appointment	Re-appointment
Date of appointment / re-appointment and term of Appointment/ re-appointment	<p>Based on the Recommendation of Audit Committee the Board in its meeting held on 14.08.2025 approved the Appointment of M/s. A. Arora & Co., Practicing Company Secretary, as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from financial year 2025-26 to financial year 2029-30, subject to the approval of shareholders at the ensuing AGM of the Company.</p> <p>M/s. A. Arora & Co. is a peer reviewed firm and is eligible to be appointed as Secretarial Auditors of the Company and confirmed that they are not disqualified in terms of SEBI Regulations read with SEBI circular dated 31.12.2024.</p>	<p>Date of Re-appointment 1st December, 2025</p> <p>Re-appointment for a second term of five (5) consecutive years commencing from 1st December, 2025 to 30th November, 2030 (both days inclusive), subject to the approval of shareholders in the ensuing AGM of the Company</p>		
Brief profile (in case of appointment)	It is a leading Company Secretaries firm rendering comprehensive professional services, established to provide quality service with the assistance of competent professionals in their respective fields.	Not applicable		
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 30, 2018	Not Applicable	Shri Tilak Raj Bajalia, Shri Ashok Goyal and Shri Kuldip Singh Suhag are not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority		

Annexure II

Disclosure as per SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 Dated 11th November, 2024 concerning the above acquisition.

S. No.	Particulars	Details								
a.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Flow Tech Chemicals Private Limited ("Target Company" /"Flowtech") (CIN: U25202DL1996PTC078956)</p> <p>The existing paid up capital of Flowtech is Rs. 76,26,080 comprising of 7,62,608 equity shares of face value Rs.10 each. The directors of Flowtech are Shri Sukhbir Singh Dahiya, Shri Jagbir Singh Ahlawat, Shri Mayank Ahlawat and Shri Jatin Dahiya.</p> <p>The summary details of the turnover and PAT are as under:</p> <p style="text-align: right;">(Rs. In lakhs)</p> <table><tr><th>Year</th><th>Turnover</th></tr><tr><td>2024-25</td><td>27501.43</td></tr><tr><td>2023-24</td><td>22795.63</td></tr><tr><td>2022-23</td><td>24638.34</td></tr></table>	Year	Turnover	2024-25	27501.43	2023-24	22795.63	2022-23	24638.34
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b.	<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at "arms length";</p>	<p>The Target Company is part of the Promoter Group of the Company and Promoters of Primo Chemicals Limited previously holds 100% holding in the Target Company.</p> <p>As per Board Decision dated 21.05.2021, PRIMO has completed acquisition of 49% holding in Target Company, resulting Promoters of Primo Chemicals Limited now holds 51% holding in the Target Company.</p> <p>The proposed transaction would qualify as the related party transaction. Further, the Target Company was allocated a land admeasuring 3 acres by PRIMO on lease to set up a Chlorinated Paraffin Plant within PRIMO's plant complex. The said land was granted on lease commencing from June 16, 2012 for period of thirty years at an annual rent of Rs. 50,000. The said lease is renewable for a further period of 30 years or such other period on the terms mutually agreed by the parties. In terms of the said agreement, Target Company also undertakes transactions with PRIMO for purchase of chlorine in ordinary course of business at arms length basis.</p> <p>The proposed transaction will be at a price to be arrived by way of fresh valuation of equity shares of Flowtech at the relevant time of exercising the option.</p>								
c.	Industry to which the entity being acquired belongs:	The Target Company also belongs to the same industry i.e. Chemical Industry and is manufacturing chemical products using by-								

		product of PRIMO.
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Chlorine is a by-product in the manufacturing process of Caustic Soda Lye, which is the main product of PRIMO. Such chlorine is disposed by PRIMO to various parties, including Flowtech.</p> <p>Objects and effects of acquisition:</p> <ul style="list-style-type: none"> - better control over the supply chain management and PACL will have advance information regarding future utilisation of chlorine - Efficient utilisation of capital in the business as a result of reduced uncertainty in disposal of chlorine - expand its business operations by increasing the product manufactured by PRIMO; - Presence of more products will hedge the risk during the rough phases and lead to risk bearing economies - Addition of new products to expand and strengthen PRIMO's position in the market and expand its foot prints;
e.	Brief details of any governmental or regulatory approvals required for the acquisition;	None
f.	Indicative time period for completion of the acquisition;	Primo has already acquired 49% of the paid up share capital of Flowtech, now the Remaining stake of 51% of the paid up share capital of Flowtech to be acquired by 31.12.2025.
g.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
h.	Cost of acquisition or the price at which the shares are acquired;	The proposed transaction will be at a price to be arrived by way of fresh valuation of equity shares of Flowtech at the relevant time of exercising the option.
i.	Percentage of shareholding /control acquired and /or number of shares acquired;	Primo has already acquired 49% of the paid up share capital of Flowtech, now the Remaining stake of 51% of the paid up share capital of Flowtech to be acquired by 31.12.2025.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Flow Tech Chemicals Private Limited was incorporated as Advance Rexine Private Limited on 16th May, 1996 under the Companies Act 1956 with Registrar of Companies, NCT of Delhi & Haryana. The name of the Company was changed to Flow Well Plast-Chem Private Limited and fresh Certificate of Incorporation was issued on September 07, 1998. Subsequently, its name was changed to Flow Tech Chemicals Private Limited vide Certificate of Incorporation dated 14th June, 2012. The registered office of the Company is situated at 314 PP Tower, Netaji Subhash Place, Pitampura, Delhi - 110034. CIN is U25202DL1996PTC078956. The existing paid up capital of Flowtech is</p>

		<p>Rs.76,26,080 comprising of 7,62,608 equity shares of face value Rs. 10 each.</p> <p>Flowtech is engaged primarily in the manufacture of Chlorinated Paraffin and Hydrochloric Acid.</p> <p>Turnover in last 3 years:</p> <p style="text-align: right;">(Rs. In lakhs)</p> <table><tr><td>2024-25</td><td>27501.43</td></tr><tr><td>2023-24</td><td>22795.63</td></tr><tr><td>2022-23</td><td>24638.34</td></tr></table>	2024-25	27501.43	2023-24	22795.63	2022-23	24638.34
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