

December 23, 2024

<p>To, <b>The BSE Limited</b> Corporate Relationship Department, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai - 400 001</p> <p>Scrip: <b>506390</b></p> <p>E-mail: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></p>	<p>To, <b>The National Stock Exchange of India Limited</b> Listing Department, Exchange Plaza, 5<sup>th</sup> floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051</p> <p>Scrip: <b>HEUBACHIND</b></p> <p>E-mail: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a></p>
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**Sub.: Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of Postal Ballot dated December 19, 2024 issued to all the shareholders of the Company for seeking their approval for appointment of Mr. Sambit Roy (DIN: 08291664) as a Managing Director of the Company.

The Company has completed the delivery of Postal Ballot Notice, through electronic mode, i.e. email, to all shareholders of the Company on December 23, 2024.

Kindly take the Postal Ballot Notice on record and acknowledge the receipt.

Thanking you,  
For **Heubach Colorants India Limited**

**Ashwini Natekar**  
**Company Secretary and**  
**Compliance Officer - Interim**

Encl.: As above

**HEUBACH COLORANTS INDIA LIMITED**  
[Formerly known as Clariant Chemicals (India) Limited]  
**CIN: L24110MH1956PLC010806**

**Registered Office:** Rupa Renaissance, B Wing, 25th Floor, D-33, MIDC Road, TTC Industrial Area, Juinagar, Navi Mumbai 400705  
India.

**Tel.:** 022 20874406

**Website:** [www.heubach.com](http://www.heubach.com)

**E-mail:** [investor.relations\\_india@heubach.com](mailto:investor.relations_india@heubach.com)

**NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS**

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended from time to time ("**the Act**"), read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("**the Rules**") along with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, and 09/24 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (**together "SEBI Circulars"**) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), containing the procedure to be followed for transacting business through Postal Ballot, for approval to be obtained from the Members (as on the Cut-off date mentioned below in notes) of M/s. Heubach Colorants India Limited (**hereinafter referred to as the "Company" or "HCIL"**) for the proposed Special Resolution to be passed for appointment of Mr. Sambit Roy (DIN: 08291664) as Managing Director of the Company, which is sought to be obtained by means of Postal Ballot by way of remote e-voting process. The Explanatory Statement stating all material facts and the reason for the proposal is also appended hereto for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**the LODR Regulations**") and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of Link Intime India Pvt. Ltd. for facilitating the remote e-voting process. The Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant ("**DP**").

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, at its meeting held on November 14, 2024 have, subject to the approval of the members of the Company by way of Special Resolution and subject to such necessary approval of such authorities as may be required, approved the appointment of Mr. Sambit Roy (DIN: 08291664) as the Additional Director (Executive Director) effective from November 25, 2024, and further designated him as the Managing Director of the Company for a term of one year, effective from the November 25, 2024 upto November 24, 2025, subject to the approval of members of the Company by way of Special Resolution and subject to such necessary approval of such authorities as may be required;

Therefore, pursuant to the provisions of Sections 108 and Section 110 of the Act read with the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members for the aforesaid proposal is sought to be obtained by Postal Ballot / E-Voting ("**Postal Ballot**"). An explanatory statement pursuant to Section 102 of the Companies Act pertaining to the resolution setting out all material facts and the reasons thereof is annexed hereto.

The Notice will also be placed on the website of the Company at [www.heubach.com](http://www.heubach.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The members are requested to consider and, if thought fit, pass the following **special resolution**:

**Special Resolution:**

**Item No. 1: Appointment of Mr. Sambit Roy (DIN: 08291664 ) as Managing Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160, and 161 and all other applicable provisions the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014 (as amended), the Company's Articles of Association, and Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Mr. Sambit Roy (DIN: 08291664), who was appointed as an Additional Director (Executive Director) of the Company by the Board of Directors on November 14, 2024, upon the recommendation of the Nomination and Remuneration Committee, with effect from November 25, 2024, having received a notice under Section 160 of the Act proposing his candidature for the office of a Director, and his appointment having been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby appointed as a Director of the Company for a period of one year with effect from November 25, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the Rules, Regulations, Guidelines and Circulars issued in this regards and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, and subject to necessary approvals, if any, consent of the members be and is hereby accorded for appointment of Mr. Sambit Roy (DIN: 08291664 ) as Managing Director of the Company for a period of one year from November 25, 2024 to November 24, 2025 on such remuneration and terms & conditions as mentioned in the Explanatory statement annexed to the Postal Ballot Notice;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to increase, alter, modify or change the terms of appointment and remuneration including benefits and perquisites payable to Mr. Sambit Roy within the overall limit of ₹ 5 Crore.

**RESOLVED FURTHER THAT** the remuneration as stated in the annexed Explanatory Statement, payable to Mr. Sambit Roy during his tenure as Managing Director, be paid as minimum remuneration in case the Company has no profit or inadequate profits, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby authorized jointly and severally to do all such acts, deeds, things and matter as may be required and necessary for giving effect to aforesaid resolution including but not limited to making entries in the Register of Directors, intimating to all Stock Exchange where the shares of the company are listed, filing of prescribed forms and documents with Registrar of Companies (ROC), Mumbai, taking approvals from applicable Regulatory authorities if and whenever required, and do all such other incidental acts in this regard as may be required and to do all such other incidental acts and things in this regard."

By order of the Board  
For **Heubach Colorants India Limited**

Date: December 19, 2024  
Place: Navi-Mumbai

Sd/-  
**Ashwini Natekar**  
Company Secretary  
ACS 65744

## NOTES:

1. **Explanatory statement pursuant to applicable provisions of Section 102 of the Companies Act, read with Section 110 of the Companies Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts pertaining to the resolutions is annexed hereto along with the instructions of E-Voting for your consideration.**
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment are also annexed to this Notice.
3. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility of Remote e-voting to the members to exercise their votes electronically through remote e-voting facility provided by Link Intime India Pvt Ltd. The instructions for electronic voting are annexed to this Notice.
4. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on December 20, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the remote e-voting system.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person, who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. The remote e-voting period commences at 09:00 A.M. (IST) on December 24, 2024 and ends at 05:00 P.M. (IST) on January 22, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Link Intime India Pvt. Ltd. upon expiry of the aforesaid period.
7. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on December 20, 2024, being the Cut-off Date fixed for the purpose.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., January 22, 2025.
9. The Board of Directors of the Company has appointed Mr. Bhadresh Shah, Proprietor of Bhadresh Shah & Associates, Company Secretaries (COP 15957, FCS 23847), as the scrutinizer for conducting postal ballot process in a fair and transparent manner ("Scrutinizer"). After completion of his scrutiny, he will submit his report to Mr. Ravi Kapoor, Chairman or in his absence to Mr. Jugal Sahu , Executive Director and CFO or in his absence to Ms. Ashwini Natekar, Company Secretary of the Company. The results of the postal ballot will be announced in accordance with the provisions of Section 110 of the Companies Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. Members who wish to be present at the venue at the time of declaration of the results are welcome to do so. The resolution shall be deemed to be passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority. The results will be displayed at the registered office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed within **two working days** as per the provisions of the LODR. The results of the postal ballot will also be displayed on the Company’s website: [www.heubach.com](http://www.heubach.com).
10. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. January 22, 2025. Members may send their requests to [investor.relations\\_india@heubach.com](mailto:investor.relations_india@heubach.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

11. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Pursuant to provisions of section 161 of the Companies Act, 2013 and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meetings held on November 14, 2024 approved the appointment of Mr. Sambit Roy as the Additional Director (Executive Director) and further, pursuant to provisions of Section 196, 197, 2023 and Schedule V of the Act, designated him as the Managing Director of the Company for a term of 1 years starting from November 25, 2024, subject to shareholders approval.

The Company has received the requisite Forms 'DIR 2' & 'DIR 8' from Mr. Sambit Roy, in terms of Section 152(5) and 164 (2) of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as "the Rules"), conforming his consent and eligibility for such appointment and Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Brief profile covering the details of his qualification and experience, as required pursuant to the Regulation 36 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

The Terms and conditions for appointment of Mr. Sambit Roy approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on November 29, 2024 is given below:

#### **A. Salary Remuneration, perquisites, and benefits:**

- (i) **Basic Salary:** Rs. 5,28,634/- (Rupees Five Lakh Twenty-Eight Thousand Six Hundred Thirty-Four only) per month.
- (ii) **House Rent Allowance:** Rs. 2,64,317/- (Rupees Two Lakh Sixty-Four Thousand Three Hundred Seventeen only) per month.
- (iii) **Special Allowance:** Rs. 4,67,632 /- (Rupees Four Lakh Sixty-Seven Thousand Six Hundred Thirty-Two only) per month.
- (iv) **Contribution to Provident Fund:** The Company shall contribute as Employer's contribution to Provident Fund at the rate specified in the Provident Fund Act and Rules thereunder calculated on basic salary payable per month. The Employee's contribution at the rate specified in the Provident Fund Act will be deducted from the monthly basic salary.
- (v) **Superannuation:** Superannuation @ 15% of the Basic Salary.
- (vi) **Variable Pay:** Variable pay of an amount not exceeding Rs. 51,43,476/- (Rupees Fifty-One Lakh Forty-Three Thousand Four Hundred and Seventy-Six Thousand only) per annum as may be approved by the Board.
- (vii) **Retention Bonus:** Retention bonus of Rs. 54,15,055 (Rupees Fifty-Four Lakh Fifteen Thousand Fifty-Five) subject to fulfilment of the terms of the Retention Scheme agreed to with Mr. Sambit Roy.
- (viii) **Gratuity:** Gratuity of an amount specified in the fund/scheme of which Mr. Sambit Roy is a member.
- (ix) **Sitting Fees:** Mr. Sambit Roy shall not be paid sitting fees for attending the meeting of the Board or Committee of Directors of the Company.
- (x) **Reimbursement of expenses:** Business related expenses incurred by Mr. Sambit Roy on behalf of the company shall be reimbursed at actuals.
- (xi) **Perquisites and Benefits:**
  - a. **Annual Leave:**  
Mr. Sambit Roy will be eligible for Leaves & Leave encashment as per Company policy applicable from time to time.

**b. Personal Accident Insurance:**

Mr. Sambit Roy will be covered by the Company's Personal Accident Insurance Policy and Life Insurance Policy as per Company policy.

**c. Group Medical Insurance:**

Mr. Sambit Roy will be covered under the Company's Group Medical Insurance for self, spouse & 2 Dependent children upto the age of 25 years as per the Company Policy.

**d. Car – Maintenance, Fuel, Driver:**

Car shall be provided by the Company and, expenses towards maintenance, fuel and Driver's wages incurred by Mr. Sambit Roy shall be reimbursed by the Company to him. All of the aforesaid shall be as per the Company policy in this regard.

The entire remuneration, perquisites and benefits as specified herein above whether payable monthly, annually or as one-time lump sum payment shall be paid subject to deduction of tax at source as per the applicable rates in force under Income Tax Act, 1961. The income tax liability on taxable value of non-monetary perquisites shall be borne and paid by the Company.

**e. Inadequacy of Profits:**

In the event of loss or inadequacy of the profits during the tenure of his appointment, the aforesaid amount of remuneration comprising salary, allowances, commission/ bonus, perquisites and benefits, shall be construed as minimum remuneration to Mr. Sambit Roy and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**f. Not to engage in other employment:**

Mr. Sambit Roy will not engage in any employment or business enterprise that would in any way conflict with the services and interest of Company and shall comply with all applicable laws of India and refrain from political activities.

**g. Business Conduct:**

Mr. Sambit Roy shall comply with Company's policies with regard to business ethics and shall maintain integrity in line with the Company's Code of Conduct and governance policies.

**h. Termination:**

This Agreement may be terminated by either party by giving to the other party 90 (ninety) days prior written notice of such termination.

**i. Vacation of Office:**

If at any time during the tenure of the appointment as the Managing Director, Mr. Sambit Roy ceases to be in the whole-time employment of the Company for any reason whatsoever, Mr. Sambit Roy shall also cease to be a Director of the Company and simultaneously this Agreement shall stand terminated.

**j. Governing laws, jurisdiction and entire understanding:**

This Agreement shall be governed by the laws of India including taxation laws as are applicable in India with exclusive jurisdiction of Indian Courts.

The Company is earning adequate profits at the moment. However, as a prudent measure, approval of members is being sought by way of Special Resolution for the payment of remuneration to Mr. Sambit Roy in the event of inadequacy of profits in any financial year during his tenure of appointment.

**The Statement containing information as required under Schedule V of the Companies Act, 2013 is given below.**

**I. General Information**

(1) Nature of Industry:

The Company is engaged in the business of manufacture and marketing of Pigments, Pigment Preparations, Dyes and Specialty Chemicals.

- (2) Date of commencement of commercial production: December 1956
- (3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial Performance based on given indicators:

Particulars	Rs. in Lakhs	
	FY 2023-24	FY 2022-23
Sales	79,070.15	76,641.66
Profit before tax from continuing operations	5,599.99	4,626.98
Add : Exceptional items	-	(630.32)
Profit before tax	5,599.99	3,996.66
Less: Tax expenses (incl. deferred tax)	1,486.14	2,078.75
Profit after tax	4,113.85	1,917.91

- (5) Foreign Investments or collaborations, if any: Not Applicable

## II. Information about Mr. Sambit Roy:

### (1) Background details:

Mr. Sambit Roy is a Chemical Engineer with a degree from NIT(REC) Jaipur and an Organizational Leadership certification from London Business School. He also holds a Diploma in Computer Programming from Tata Infotech. With a rich experience of over 28 years in the industry, he has worked at Birla, Clariant and Heubach Group. His key strengths lie in integrity, commitment to results, a drive for excellence, optimism, problem-solving, critical thinking, analytical abilities, learning agility, authenticity, empathy, emotional connection and passion.

### (2) Past remuneration (paid to the previous Managing Director):

During the Financial year ended March 31, 2024, a sum of Rs. 270.19 Lakh was paid as remuneration to Mr. Bharath Sesha.

### (3) Job profile and his suitability:

Mr. Sambit Roy will be responsible for entire management of the Company and Business Development. He will oversee overall operations, make key decisions, and ensure compliance with regulatory requirements.

#### Key Responsibilities:

- Strategic Leadership
- Operations Management
- Leadership and Talent Management
- Stakeholder Engagement
- Risk Management and Compliance
- Financial Management
- Governance and Board Relations

Mr. Sambit Roy's extensive experience in the specialty chemical industry, coupled with his academic qualifications, positions him well to meet the requirements of a Managing Director role.

### (4) Remuneration Proposed:

As provided in Explanatory statement for Postal Ballot of the Notice.

**(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Considering the size of the Company, the profile, knowledge, skills and responsibility shouldered by Mr. Sambit Roy, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.

**(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: None**

**III. Other Information:**

**(1) Reason for Loss:**

Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section(1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution.

**(2) Steps taken or proposed to be taken for improvement:**

Company's focuses on sustainable growth in all markets through focused strategic approach, optimal cost management & introducing innovative products.

**(3) Expected increase in productivity and profits in measurable terms:**

The Company's drive for sustainable growth in all markets will yield better results for the Company in the future. The Company has been aggressively pursuing and implementing strategies to improve its financial performance.

Notice, as required, under Section 160 of the Companies Act, 2013, has been received from one of the members proposing the candidature of Mr. Sambit Roy as Managing Director of the Company.

A copy of the draft agreement to be executed between the Company and Mr. Sambit Roy setting out the terms and conditions of his appointment will be available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) during working hours.

The Board of Directors recommend passing of the Special Resolution as set out in the Item No. 1 of the accompanying notice. None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Sambit Roy and / or his relatives, are interested and / or concerned in passing of the resolution.

**Particulars of Director to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of Director</b>	Mr. Sambit Roy
<b>DIN</b>	08291664
<b>Type</b>	Managing Director
<b>Date of Birth</b>	26-05-1972
<b>Age</b>	52 Years
<b>Qualification</b>	<ul style="list-style-type: none"><li>• Chemical Engineer - NIT (REC) Jaipur</li><li>• Organizational leadership - London Business School</li><li>• Diploma in Computer programming @Tata Infotech</li></ul>
<b>No. of Equity Shares held</b>	NIL
<b>Expertise in Specific Functional area</b>	<ul style="list-style-type: none"><li>• Strategy &amp; Execution</li><li>• P&amp;L management</li><li>• Leading people</li><li>• Business Excellence</li><li>• Transformation &amp; Growth</li><li>• General Management</li><li>• Sales &amp; Marketing</li></ul>



	<ul style="list-style-type: none"> <li>• Technical, KAM &amp; BDM</li> <li>• Operation Management</li> <li>• Product Dev. &amp; QC</li> <li>• M&amp;A</li> </ul>
<b>Directorship held in other Listed Companies</b>	NIL
<b>Listed Entities from which has resigned as Director in past 3 years</b>	NIL
<b>Particulars of Committee Chairmanship / Membership held in other Listed Companies</b>	NIL
<b>Relationship with other directors inter-se</b>	None
<b>Key terms and conditions of appointment</b>	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.
<b>Skills and capabilities required for the role and the manner in which Mr. Sambit Roy meets such requirements.</b>	<p>Mr. Sambit Roy's extensive experience in the specialty chemical industry, coupled with his academic qualifications, positions him well to meet the requirements of a Managing Director role.</p> <ul style="list-style-type: none"> <li>• <b>Strategic Thinking and Leadership:</b> His long tenure at various organizations demonstrates his ability to understand market dynamics and lead teams to achieve business objectives.</li> <li>• <b>Industry Knowledge:</b> His deep understanding of the pigments industry, spanning geographies and customer segments, enables him to provide invaluable insights.</li> <li>• <b>Operational Excellence:</b> His experience with lean Six Sigma methodologies indicates his commitment to improving efficiency and reducing costs.</li> <li>• <b>Relationship Building:</b> His track record of working with diverse clients and stakeholders highlights his strong interpersonal skills.</li> <li>• <b>Decision-Making and Problem-Solving:</b> His ability to navigate complex challenges and deliver results showcases his decision-making ability.</li> <li>• <b>Communication:</b> He has strong communication and presentation skills.</li> </ul>
<b>No. of Board meetings attended</b>	One (1)
<b>Rotation or Non-Rotational Bases</b>	Managing Director of the Company is not liable to retire by rotation pursuant to Articles of Association of the Company

**Note: Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.**

By order of the Board  
For **Heubach Colorants India Limited**

Date: December 19, 2024  
Place: Navi-Mumbai

Sd/-  
**Ashwini Natekar**  
Company Secretary  
ACS 65744

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins at 09:00 a.m. on Tuesday, December 24, 2024, and ends at 05:00 p.m. on Wednesday, January 22, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 20, 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
- (ii) As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘**SHARE HOLDER**’ tab and register with your following details: -

#### **A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

**VOTES UPLOAD:**

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:****Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:****Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk  
Link Intime India Private Limited**

**IMPORTANT NOTES:**

1. The voting rights of members shall be in proportion to their shares in the total paid up equity share capital of the Company as on December 20, 2024.
2. **The Board of Directors of the Company has appointed Bhadresh Shah & Associates, Company Secretaries (COP 15957, ACS 23847), as the scrutinizer for conducting postal ballot process in a fair and transparent manner. After completion of his scrutiny of postal ballot, he will submit his report to Mr. Ravi Kapoor, Chairman and in his absence to Mr. Jugal Sahu, Executive Director and CFO of the Company or to Ms. Ashwini Natekar, Company Secretary of the Company. The results of the postal ballot will be announced in accordance with the provisions of Section 110 of the Companies Act read with the Companies (Management and Administration) Rules, 2014. The resolution shall be deemed to be passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority. The results will be displayed at the registered office of the Company and will also be published in newspapers and communicated to BSE and NSE where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website: [www.heubach.com](http://www.heubach.com).**
3. **A copy of all the documents referred to in the accompanying explanatory statement are open for inspection by any member of the Company through electronic mode. Members seeking inspection of any such document may send their request to [investor.relations\\_india@heubach.com](mailto:investor.relations_india@heubach.com) up to the date of declaration of the results of the postal ballot.**
4. The Resolutions passed by members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.

In case of any query, the member may send an e-mail to Company at [investor.relations\\_india@heubach.com](mailto:investor.relations_india@heubach.com)