

Dated: March 18, 2022

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1 G Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051.
CLARIANT CHEMICALS (INDIA) LIMITED Reliable Tech Park, Gut No. 31, Village Elthan, off Thane Belapur Road, Airoli, Navi Mumbai 400 708, Maharashtra, India.	

***Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011***

Dear Sir / Madam,

Please find enclosed the disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

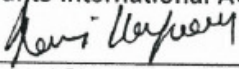
We request you to take this on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For

Colorants International AG

A handwritten signature in black ink, appearing to read "Ravi Kapoor", is written over a horizontal line.

Authorised Signatory

Name: Ravi Kapoor

Designation: Member of the board of directors

For

Luxembourg Investment Company 428 S.à r.l.

A handwritten signature in black ink, appearing to be 'JTE' with a long horizontal stroke extending to the right.

Authorised Signatory

Name: Jerome Truzzolino

Designation: Manager

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Acquisition

Name of the Target Company ("TC")	Clariant Chemicals (India) Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Pursuant to the Underlying Transaction⁽¹⁾ (defined hereunder), Luxembourg Investment Company 428 S.à r.l. ("Acquirer"), together with Luxembourg Investment Company 426 S.à r.l. ("PAC 1"), Clariant AG ("PAC 2"), Heubach Holding GmbH ("PAC 3"), Ravi Kapoor ("PAC 4"), Heubach Verwaltungs GmbH ("PAC 5") and Colorants International AG ("PAC 6") made an open offer to the public shareholders of the TC to acquire up to 6,001,268 Equity Shares, representing 26% of the voting share capital in accordance with the provisions of Regulation 3(1), 4 and 5(1) of the SEBI Takeover Regulations (referred to as the "Open Offer").</p> <p>PAC 6 has acquired 776,761 shares (3.36% of the total fully paid-up voting share capital of the TC) tendered by public shareholders in the open offer.</p>		
Whether the acquirer belongs to Promoter/Promoter group	PAC 6 is disclosed as a promoter of the TC ⁽³⁾ .		
Name(s) of the Stock Exchange(s) where the shares of TC are listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% of total share/voting capital wherever applicable(*)	% of total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of Acquirer along with PACs of:			
a) Shares carrying voting rights	1,17,72,050	51.00% ⁽²⁾	51.00%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	0
c) Voting rights (VR) otherwise than by equity shares	0	0	0
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0	0
e) Total (a+b+c+d)	1,17,72,050	51.00%	51.00%

Details of acquisition			
a) Shares carrying voting rights acquired	7,76,761	3.36% ⁽¹⁾	3.36% ⁽¹⁾
b) VRs acquired /sold otherwise than by equity shares	0	0	0
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	0	0	0
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	0
e) Total (a+b+c+/-d)	7,76,761	3.36%	3.36%
After the acquisition, holding of Acquirer along with PACs of:			
a) Shares carrying voting rights	1,25,48,811	54.36% ⁽¹⁾	54.36% ⁽¹⁾
b) VRs otherwise than by equity shares	0	0	0
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0	0
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	0
e) Total (a+b+c+d)	1,25,48,811	54.36%	54.36%
Mode of acquisition (e.g., open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance etc.).	Acquisition pursuant to the Open Offer.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	-		
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/ convertible securities. / any other instrument	March 16, 2022		

that entitles the acquirer to receive shares in the TC	
Equity share capital / total voting capital of the TC before the said acquisition	2,30,81,798 fully paid-up equity shares of Rs. 10 each
Equity share capital / total voting capital of the TC after the said acquisition	2,30,81,798 fully paid-up equity shares of Rs. 10 each
Total diluted share / voting capital of the TC after the said acquisition	2,30,81,798 fully paid-up equity shares of Rs. 10 each

(*) Total share capital / voting capital as per the filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

- (1) The Acquirer entered into a share purchase agreement dated June 11, 2021, with PAC 2 (referred to as the “**SPA**”), pursuant to which the pigments business of PAC 2 was transferred to the Acquirer through a purchase of (a) all the shares in PAC 6 (and indirectly its subsidiaries), (b) all membership interests in Colorants Solutions USA, LLC, and (c) certain shareholder loans advanced by PAC 2. Concurrently with the execution of the SPA, the Acquirer, PAC 1, PAC 2, the Heubach Family (as defined below) and PAC 4 entered into a master investment agreement. As per the SPA and the master investment agreement, and as part of the Underlying Transaction (as defined below), PAC 2 acquired a 20% participation in a newly established holding company which is an indirect holding company of which PAC 1, PAC 2, PAC 4 and PAC 5 hold all the shares. In addition, the Acquirer, PAC 1, the Heubach Family and PAC 4 entered into a subscription and contribution agreement relating to the sale and transfer of the shares in PAC 3 and indirectly its subsidiaries, active in the business of the production, manufacturing and trading of corrosion protection pigments as well as organic and inorganic color pigments, hybrid pigments and pigment preparations, from the Heubach Family and PAC 4 and which is combined with the Acquirer (the above arrangements are collectively described as the “**Underlying Transaction**”). “**Heubach Family**” shall mean a collective reference to Johann Gabriel Heubach, Carlotta Benedikte Antonia Heubach, Marie Elisabeth Podda-Heubach, Kaspar Leonhard Heubach and Isabelle Franziska Sophie Prinzessin zu Leiningen.

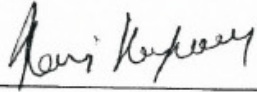
Therefore, pursuant to the Underlying Transaction, the Acquirer and the PACs were entitled to indirectly exercise: (a) 51.00% of the Voting Share Capital; and (b) control over the Target Company.

Further, consequent to the Underlying Transaction and the Open Offer, the Acquirer and PACs now indirectly and directly hold 1,25,48,811 shares of the TC (representing 54.36% of the Voting Share Capital of the TC).

- (2) The total promoter and promoter group shareholding of the TC, of 51.00% was bifurcated into (a) 33.20%, directly held by PAC 6; and (b) the remaining 17.80% held by Ebita Chemiebetteilungen AG (a direct subsidiary of PAC 6).
- (3) PAC 6 is indirectly held by PAC 1, PAC 2, PAC 4, and PAC 5.

Signature of PAC 6 / Authorised Signatory

Colorants International AG



Authorised Signatory

Name: Ravi Kapoor

Designation: Member of the board of directors

Place: Vadodara

Date: March 18, 2022

Signature of the Acquirer / Authorised Signatory

Luxembourg Investment Company 428 S.à r.l.



Authorised Signatory

Name: Jerome Truzzolino

Designation: Manager

Place: Massapequa, New York

Date: March 18, 2022

Signature of PAC 6 / Authorised Signatory

Colorants International AG

Ravi Kapoor

Authorised Signatory

Name: Ravi Kapoor

Designation: Member of the board of directors

Place: *Vadodara*

Date: *March 18, 2022*

Signature of the Acquirer / Authorised Signatory

Luxembourg Investment Company 428 S.à r.l.



Authorised Signatory

Name: Jerome Truzzolino

Designation: Manager

Place: Massapequa, New York

Date: March 18, 2022