

August 30, 2022

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

Dear Sir / Madam,

We enclose herewith Notice of Postal Ballot dated August 29, 2022 issued to all the shareholders of the Company for seeking their approval, vide Special Resolution, for change of name of the Company and consequent changes in the Memorandum of Association and Articles of Association 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 August 30, 2022.

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

Thanking you,  
For **Clariant Chemicals (India) Limited**



**Amee Joshi**  
Company Secretary



Encl.: As above

**CLARIANT CHEMICALS (INDIA) LIMITED – A HEUBACH COMPANY**

**CIN: L24110MH1956PLC010806**

**Registered Office:** Reliable Tech Park, Gut No. 31, Village Elthan, Airoli, off Thane-Belapur Road,  
Navi Mumbai- 400708, Maharashtra, India.

**Tel.:** 022 7125 1000 ; **Fax:** 022 7125 1201

**Website:** [www.clariant.com/pigments](http://www.clariant.com/pigments), **E-mail:** [investor.relations\\_india@clariant.com](mailto:investor.relations_india@clariant.com)

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

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (the “Companies Act”), read with Section 4(4), Section 13 and 14 of the Act, read with the Companies (Incorporation) Rules, 2014, as amended (the “Rules”), and any other provisions of the Act, as may be applicable, read with Circular No. 3/2022 dated May 5, 2022, read with Circular No. 20/2020 dated May 05, 2020, Circular No. 14/2020 dated April 08, 2020, and Circular No. 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as “the MCA Circulars”) containing the procedure to be followed for conducting business through Postal Ballot, for the consent of the Members of Clariant Chemicals (India) Limited (hereinafter referred to as the “Company” or “CCIL”) for the proposed **Resolutions** set out below, which is sought to be obtained by means of Postal Ballot/E-Voting. The Explanatory Statement stating all material facts is appended hereto for your consideration.

In view of the ongoing scare of a fresh wave of COVID-19 pandemic, requiring social distancing, MCA, by way of Circulars, has allowed the Companies to take all decisions requiring members’ approval, other than items of Ordinary Business or business where any person has a right to be heard, through the mechanism of Postal Ballot / E-Voting in accordance with the provisions of the Act and the Rules framed thereunder, without holding a General Meeting that requires physical presence of members at a common venue. Further, in view of the foregoing and in accordance with the MCA Circulars, the Company will send Postal Ballot Notice by Email to all its members who have registered their Email addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the members will only take place through the remote E-Voting system.

Hence, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the Shareholders for this Postal Ballot and members are required to communicate their assent or dissent through the remote E-Voting system only.

An explanatory statement pursuant to Section 102 of the Companies Act pertaining to the aforementioned resolutions setting out all material facts and the reasons thereof, is enclosed for your consideration.

The members are requested to consider and, if thought fit, pass the following resolutions:

### **Special Resolution:**

#### **Item No. 1: Approval for change of name 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 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable Law(s), Regulation(s), Rule(s) or Guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and subject to the approval of the Registrar of Companies-Mumbai, Maharashtra (“the ROC”) and other Regulatory Authorities, as may be applicable, consent of the members of the Company be and is hereby accorded to change the name of the Company from “Clariant Chemicals (India) Limited” to “Heubach Colorants India Limited”;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel be and are hereby authorized severally to file all the necessary eForms and / or returns and make an application in Form No. INC-24 and / or any other eForm to the ROC and / or to Central Government, Stock Exchanges and / or other Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to the change of name of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company, be and are hereby authorized severally to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) / Consultant(s) / Practicing Company Secretary(ies) / Law Firm(s) etc. to act, represent and/or appear before any Statutory Authority for and on behalf of the Company for the purpose of giving effect to the aforementioned resolutions including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 2: Approval for alteration in the Memorandum of Association and the Articles of Association 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 section 4 and 13(2), and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable Law(s), Regulation(s), Rule(s) or Guideline(s), upon receipt of a fresh Certificate of Incorporation from the Registrar of Companies, Mumbai, Maharashtra, the Name Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered by:

1. The name of the Company is **Heubach Colorants India Limited**.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Act and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with “Heubach Colorants India Limited” upon approval of the same by Registrar of Companies, Mumbai, Maharashtra;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company, be and are hereby authorized severally to file all the necessary forms and / or returns and / or any other e-Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for the approval as above and to do all such other acts, things, deeds and matters as may be necessary and incidental thereto, to give effect to this resolution;

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company, be and are hereby authorized severally to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) / Consultant(s) / Practicing Company Secretary(ies) / Law Firm(s) etc. to act, represent and/or appear before any Statutory Authority for and on behalf of the Company for the purpose of giving effect to the aforementioned resolutions including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board  
For **Clariant Chemicals (India) Limited**



**Ameet Joshi**  
Company Secretary  
ACS 22502



Date: August 29, 2022  
Place: Navi-Mumbai

**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 are annexed hereto along with the instructions of E-Voting for your consideration.**
2. In view of the ongoing scare of a fresh wave of COVID-19 pandemic and in accordance of the provisions of MCA Circulars dated April 08, 2020, April 13, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 5, 2022 the Company has sent this Postal Ballot Notice only through Email to all the Members, whose names appear in the Register of Members as received from **National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on August 26, 2022** (cut-off date) and who have registered their Email addresses with the Company/Depository Participant (DP) and/or Registrar and Transfer Agent (RTA), i.e. Link Intime India Pvt. Ltd.
3. Members who have not registered their Email address and/or Bank Account details are requested to register the same with the Depository through their Depository Participant(s) in respect of shares held in electronic form and in respect of shares held in physical form, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, Email address along with the copy of the cheque leaf with the first shareholders' name imprinted in the face of the cheque leaf containing Bank Name and Branch, type of Account, Bank Account Number, MICR details and IFSC code in PDF or JPEG format. **On submission of the shareholders' details an OTP will be received by the shareholder which needs to be entered in the link for verification.**
4. On account of the threat posed by the COVID-19 pandemic and in terms of the MCA Circulars, the Company will send **this Postal Ballot Notice through electronic mode only.**
5. **The electronic dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and one Marathi newspaper, each with wide circulation in Navi-Mumbai, where the registered office of the Company is situated, and would be published on the website of the Company and on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)) and the BSE ([www.bseindia.com](http://www.bseindia.com)) and also at the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)).**
6. **The Company is pleased to offer E-Voting facility for its equity shareholders to enable them to cast their votes electronically. In accordance with the MCA Circulars, the Postal Ballot Notice is sent to the shareholders through electronic mode only, i.e. via Email and the shareholders have only option to vote by E-voting facility provided by the Company. The equity shareholders are requested to follow the procedure as stated below for casting of votes by E-voting:**

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

- (i) The voting period begins at 09:00 a.m. on Thursday, September 1, 2022, and ends at 05:00 p.m. on Friday, September 30, 2022. 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 August 26, 2022 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL       | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with NSDL       | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>   |

|                                      |  |
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| <b>their Depository Participants</b> |  |
|--------------------------------------|--|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| <b>Login type</b>   | <b>Helpdesk details</b>  |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | 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 022- 23058738 / 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | 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 toll free no.: 1800 1020 990 / 1800 22 44 30               |

(iii) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|---|--|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                |

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL.

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of Clariant Chemicals (India) Limited to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on “Forgot Password” & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations\\_India@clariant.com](mailto:investor.relations_India@clariant.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR SHAREHOLDERS WHOSE EMAIL / MOBILE NO. IS NOT REGISTERED WITH THE COMPANY / DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 / 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to:

**Mr. Rakesh Dalvi, Sr. Manager, (CDSL)**  
Central Depository Services (India) Limited, A Wing, 25th Floor  
Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg  
Lower Parel (East), Mumbai – 400013

or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

**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 August 26, 2022 (Cut Off date).
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 forms, he will submit his report to the Chairman and in his absence to the Managing Director of the Company or to the 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.clariant.com](http://www.clariant.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@clariant.com](mailto:investor.relations.India@clariant.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.
5. In case of any query, the member may send an e-mail to RTA at [investor.relations.India@clariant.com](mailto:investor.relations.India@clariant.com)



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

### Item No. 1 & 2

The Members are apprised that the Clariant Group, globally, has divested their Pigments Business to a consortium of SK Capital and Heubach Group, early this year.

Consequent to said divestment, the Company is now part of the new Heubach Group. Hence, the Management proposes to change the name of the Company, to include the word "Heubach" in its name. The Management has proposed to change the name of the Company from "Clariant Chemicals (India) Limited" to "Heubach Colorants India Limited".

Pursuant to the provisions of the Companies Act, the Company has obtained No Objection Certificates (NOC) from existing Heubach Group Companies in India.

Further, pursuant to the application made by the Company for reservation of name, the Central Registration Centre (CRC), Ministry of Corporate Affairs, vide its approval letter dated August 24, 2022, has confirmed that the proposed name i.e. "Heubach Colorants India Limited" is available for registration.

The Board of Directors of the Company have, subject to approval of Members of the Company, by way of special resolution, and approvals of statutory, regulatory and governmental authorities, as required under applicable laws, approved the change in name of the Company to "Heubach Colorants India Limited" and consequent amendments to the Memorandum of Association and the Articles of Association of the Company.

The Company has complied with the requirements of Regulation 45 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and has obtained a compliance certificate from Dhaval Joshi & Associates, practicing Chartered Accountants, which is annexed to the Notice of Postal Ballot as Annexure-"A".

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Members may please note that there will only be a change in the name of the Company and the objects and the line of business activities of the Company remains unaltered.

The Board of Directors recommend passing of the Special Resolutions as set out under Item No. 1 and Item No. 2 of the accompanying notice.

None of the Directors, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

Date: August 29, 2022  
Place: Navi-Mumbai

By order of the Board  
For Clariant Chemicals (India) Limited

  
Anjee Joshi  
Company Secretary  
ACS 22502



# Dhaval Joshi & Associates

CHARTERED ACCOUNTANTS

*Dhaval Joshi*

B.com. A.C.A

## Certificate pursuant to Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors  
**Clariant Chemicals (India) Limited**  
Reliable Tech Park, Gut No. 31,  
Off Thane-Belapur Road, Village Elthan,  
Airoli, Navi-Mumbai – 400 708 (MH)

### **Certificate from the Chartered Accountant**

1. This certificate is issued in accordance with the terms of our engagement.
2. Clariant Chemicals (India) Limited (“the Company”) is required to submit Chartered Accountant’s certificate certifying the compliance with the conditions prescribed under Sub-Regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from Clariant Chemicals (India) Limited to “Heubach Colorants India Limited”.

### **Management’s Responsibility**

3. The Management of the Company is responsible for ensuring the compliances with the applicable Notifications, Circulars and other Rules and Regulations of the applicable statutory and regulatory laws and rules framed thereunder and other relevant regulatory compliances, and also for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of Internal Control relevant to the extracting of the required information for this certificate.

### **Our Responsibility**

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our review of the relevant records produced by the Company for certifying the change of name of the Company.
5. We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India (“the Guidance Note”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Godrej & Boyce, Gate No 2, Plant No. 6, LBS Marg, Vikhroli (West), Mumbai – 400079

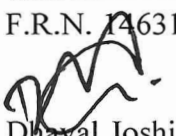
Tel:- 9920995948, Email: - dhaval@cadbj.com

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6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination and according to the information and explanations provided to us and pursuant to Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that:

| Sr. No. | Particulars   | Our opinion   |
|---------|---|---|
| 1       | The time period of one year has elapsed from the last name change that was occurred in the year   | The Company has not changed its name since 2006.  |
| 2       | At least 50% of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name | More than 50% of the revenues and assets are related to the business of manufacturing and/or trading of Chemicals only.         |
| 3       | The amount invested in the new activity/project is atleast 50% of the assets of the listed entity                                       | Not applicable<br>As there is no change in the objects and business activities of the Company in the preceding one year period. |

Sincerely,  
For Dhaval Joshi & Associates  
Chartered Accountants  
F.R.N. 146313W  
  
Dhaval Joshi  
Proprietor  
M. No. 176568  
UDIN: 22176568APVQHC9955  
Date: 25/08/2022

