

October 1, 2022

<p>To, <b>The Bombay Stock Exchange Limited</b> Corporate Relationship Department 1<sup>st</sup> Floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001 Scrip: <b>506390</b> 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 Scrip: <b>CLNINDIA</b> E-mail: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a></p>
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**Sub.: Result of Postal Ballot – name Change**

Dear Sir / Madam,

We refer to the Notice of Postal Ballot dated August 29, 2022 circulated to all the Shareholders of the Company for seeking their approval for change of name of the Company and consequent changes in the Memorandum of Association and Articles of Association of the Company, by means of Postal Ballot / E-voting.

In view of the ongoing scare of a fresh wave of Pandemic of COVID-19 and in accordance with the Circular(s) issued by the Ministry of Corporate Affairs (MCA), the Company had sent 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 had taken place only through the remote e-voting system.

The Company had appointed Mr. Bhadresh Shah, Proprietor of Bhadresh Shah & Associates, Company Secretaries (COP 15957, ACS 23847) as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The E-voting was kept open from September 01, 2022 (09:00 a.m.) to September 30, 2022 (05:00 p.m.).

The Scrutinizer has carried out the scrutiny of E-voting received upto 05:00 p.m. on September 30, 2022 and submitted his Report on October 1, 2022. The Scrutinizer's Report dated October 1, 2022 is enclosed herewith for your reference and record.

The result of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as follow:

Mode of Voting	Postal Ballot / including E-voting
Total number of shareholders as on August 26, 2022 (cut-off date for reckoning the voting rights of the members)	60,886

Resolutions	<ol style="list-style-type: none"> <li>1. Special Resolution for change of name of the Company; and</li> <li>2. Special resolution for alteration in the Memorandum of Association and the Articles of Association of the Company.</li> </ol>
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### Results based on Scrutinizer's Report:

#### Item No. 1: Change of name of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	12548811	12548811	100.0000	12548811	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12548811</b>	<b>100.0000</b>	<b>12548811</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	800226	659945	82.4698	659945	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>659945</b>	<b>82.4698</b>	<b>659945</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	9732761	63814	0.6557	55003	8811	86.1927	13.8073
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63814</b>	<b>0.6557</b>	<b>55003</b>	<b>8811</b>	<b>86.1927</b>	<b>13.8073</b>
<b>Total</b>		<b>23081798</b>	<b>13272570</b>	<b>57.5023</b>	<b>13263759</b>	<b>8811</b>	<b>99.9336</b>	<b>0.0664</b>

**Item No. 2: Alteration in the Memorandum of Association and the Articles of Association of the Company**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	12548811	12548811	100.0000	12548811	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12548811</b>	<b>100.0000</b>	<b>12548811</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	800226	659945	82.4698	659945	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>659945</b>	<b>82.4698</b>	<b>659945</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	9732761	63814	0.6557	54593	9221	85.5502	14.4498
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63814</b>	<b>0.6557</b>	<b>54593</b>	<b>9221</b>	<b>85.5502</b>	<b>14.4498</b>
<b>Total</b>		<b>23081798</b>	<b>13272570</b>	<b>57.5023</b>	<b>13263349</b>	<b>9221</b>	<b>99.9305</b>	<b>0.0695</b>

Therefore, the Resolutions mentioned in the Notice of Postal Ballot dated August 29, 2022 have been duly passed by the members with requisite majority. The certified copy of the Resolutions dated October 1, 2022 is enclosed herewith for your record.

Kindly take the same on your record and acknowledge the receipt.

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

**Amee Joshi**  
Company Secretary

Encl: As above

**Certified true copy of the Special Resolutions passed by the Shareholders of Clariant Chemicals (India) Limited (“the Company”) through Postal Ballot on October 1, 2022**

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**1. Approval for change of name of the Company**

“**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.”

**2. Approval for alteration in the Memorandum of Association and the Articles of Association of the Company**

“**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.”

**Explanatory Statement annexed to the notice of Postal Ballot of the Company 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.

**For Clariant Chemicals (India) Limited**

Place: Mumbai  
Date: October 1, 2022

**Amee Joshi**  
Company Secretary



# Bhadresh Shah and Associates

Practicing Company Secretary

Mem. No - A23847, COP No. - 15957

PR Certificate No.: 1917/2022

- ② 21, Hasan Ali Building, 2nd Floor,  
Jijobhoy Dadabhai Lane, Fort,  
Mumbai - 400001
- ④ 191 - 992 044 0720
- ⑥ esbhadreshshah@gmail.com

## SCRUTINIZER'S REPORT

[Pursuant to the Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**CLARIANT CHEMICALS (INDIA) LIMITED**  
Reliable Tech Park, Gut No 31,  
Village Elthan, Off Thane - Belapur Road,  
Airoli, Navi Mumbai -400708

Dear Sir,

**Re: Scrutinizer's Report on Voting through Postal Ballot pursuant to Section 110 of Companies Act, 2013.**

1. I, **Bhadresh Shah**, proprietor of **M/s Bhadresh Shah and Associates**, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Clariant Chemicals (India) Limited** (hereinafter referred to as the "Company") for the purpose of scrutinizing the Voting done by Members of the Company through Postal Ballot on resolutions as mentioned in **Annexure - 'A'**.
2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013, as amended (the "Companies Act" or "Act"), read with the Companies (Management and Administration) Rules, 2014, as amended (the "Rules") and any other provisions of the Act, as may be applicable, read in consonance 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 and any other applicable provisions of the Act.

### **Management Responsibility**

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, the Rules and the relevant MCA Circulars relating to Voting through Postal Ballot to be done electronically on the resolutions contained in the Postal Ballot Notice.

### **Scrutinizer Responsibility**

4. My responsibility as the Scrutinizer for the Voting through Postal Ballot is restricted to make this Scrutinizer's Report for the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorised agency to provide facilities and engaged by the Company.





# Bhadresh Shah and Associates

Practicing Company Secretary

Mem. No - A23847, COP No. - 15957  
PR Certificate No.: 1917/2022

(9) 21, Hasan Ali Building, 1st Floor,  
Jijobhoy Dadabhai Lane, Fort  
Mumbai - 400001  
(6) +91 - 992 044 0720  
(8) cshhadreshshah@gmail.com

5. I submit my report as under:

- a) The Company had completed the dispatch of Postal Ballot Notice (containing voting instructions) dated Monday, August 29, 2022, via E-mail to its members, whose name appeared on register of Members/list of beneficiaries as on Friday, August 26, 2022 (Cut-off date) on Tuesday, August 30, 2022 and had their E-mail Ids registered in accordance with the provisions of the Act and relevant MCA circulars.
- b) The Company had issued Public Notice regarding the completion of dispatch of Postal Ballot Notice, in Business Standard (English Newspaper) and in Mumbai Lakshadeep (Regional Language Newspaper) on Wednesday, August 31, 2022.
- c) The Members whose names appeared in Register of Members either through National Securities Depository Limited and Central Depository Services (India) Limited as on the cut - off date i.e. Friday August 26, 2022 were entitled to vote on the proposed resolutions as set out in the Postal Ballot Notice dated Monday, August 29, 2022.
- d) The Company had availed the services of Central Depository Services (India) Limited ("CDSL") to provide e- voting facilities to the Members of the Company.
- e) The e-Voting period commenced on Thursday, September 01, 2022 at 09:00 a.m. and ended on Friday, September 30, 2022 at 05:00 p.m.
- f) All the e-votes casted up to 5:00 P.M. on Friday, September 30, 2022, the last date and time fixed by the Company for the receipts of votes were considered for my Scrutiny.
- g) After the closure of e-voting period, the result of electronic voting was unblocked and downloaded in presence of two witnesses, who are not in the employment of the Company.
- h) Since the resolutions were to be passed only by e-voting, no postal ballot forms were received in physical form.
- i) The relevant records will be handed over to the Company Secretary for safe keeping.
- j) A soft copy containing a list of members who voted "FOR', 'AGAINST" and those whose votes were declared invalid for each resolution is sent separately to the Company.
- k) The particulars of all votes casted by way of e-voting vide report generated from CDSL has been entered in a Register separately maintained for the purpose.







# Bhadresh Shah and Associates

Practicing Company Secretary

Mem. No - A23847, COP No. - 15957  
PR Certificate No.: 1917/2022

21, Hasan Ali Building, 2nd Floor,  
Jijobhoy Dadabhai Lane, Fort,  
Mumbai - 400001  
+91 - 992 044 0720  
csbhadreshshah@gmail.com

- l) The detailed summary of result with assent/dissent for the resolutions is annexed herewith the report and is marked as **Annexure - 'A'**.
- m) Since the votes cast **FOR** the resolutions exceed number of votes cast **AGAINST** the resolutions by requisite majority as per attached **Annexure 'A'**, all the resolutions are considered to be duly passed with **requisite majority**.
- n) You are requested to declare the Voting Results as per attached Annexure to the Members of the Company.

**For Bhadresh Shah and Associates  
Practicing Company Secretary**

  
Bhadresh Shah  
Proprietor  
Membership No. - A23847  
C. P No. 15957  
Peer Review Certificate No. 1917/2022  
UDIN: A023847D001111516



Encl: a/a

Date: October 01, 2022  
Place: Mumbai

**Countersigned by**

**Amee Joshi  
Company Secretary  
Membership No. A22502**

Annexure 'A'

Resolution Required : (Special)			1 - Approval for change of name of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting Poll	12548811	12548811	100.0000	12548811	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12548811</b>	<b>100.0000</b>	<b>12548811</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting Poll	800226	659945	82.4698	659945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>659945</b>	<b>82.4698</b>	<b>659945</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting Poll	9732761	63814	0.6557	55003	8811	86.1927	13.8073
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63814</b>	<b>0.6557</b>	<b>55003</b>	<b>8811</b>	<b>86.1927</b>	<b>13.8073</b>
<b>Total</b>		<b>23081798</b>	<b>13272570</b>	<b>57.5023</b>	<b>13263759</b>	<b>8811</b>	<b>99.9336</b>	<b>0.0664</b>



Resolution Required : (Special)			2 - Approval for alteration in the Memorandum of Association and the Articles of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting Poll	12548811	12548811	100.0000	12548811	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12548811</b>	<b>100.0000</b>	<b>12548811</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting Poll	800226	659945	82.4698	659945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>659945</b>	<b>82.4698</b>	<b>659945</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting Poll	9732761	63814	0.6557	54593	9221	85.5502	14.4498
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63814</b>	<b>0.6557</b>	<b>54593</b>	<b>9221</b>	<b>85.5502</b>	<b>14.4498</b>
<b>Total</b>		<b>23081798</b>	<b>13272570</b>	<b>57.5023</b>	<b>13263349</b>	<b>9221</b>	<b>99.9305</b>	<b>0.0695</b>



**SUMMARY**

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAI SNT (%)</b>	<b>RESULT</b>
1.	Approval for change of name of the Company.	Special Resolution	99.9336	0.0664	Resolution passed with Requisite Majority.
2.	Approval for alteration in the Memorandum of Association and the Articles of Association of the Company.	Special Resolution	99.9305	0.0695	Resolution passed with Requisite Majority.

