

June 14, 2021

To,
The Manager (Corporate Relations)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 506390

Sub: Open offer for acquisition of up to 6,001,268 fully paid-up equity shares of face value of INR 10 each (“Equity Shares”) of Clariant Chemicals (India) Limited (“Target Company”) from the Public Shareholders of the Target Company pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“Takeover Regulations”, and such open offer for acquisition referred as “Open Offer”).

Dear Sir/Madam,

With regard to the captioned Open Offer, ICICI Securities Limited is acting as the Manager to the Open Offer pursuant to and in accordance with Regulation 12(1) of the Takeover Regulations.

Pursuant to and in compliance with, *inter alia*, Regulations 3(1), 4 and 5(1) of the Takeover Regulations, Luxembourg Investment Company 428 S.à r.l. (“**Acquirer**”) is making an open offer for acquisition of up to 6,001,268 Equity Shares of the Target Company. The Open Offer is being made along with Luxembourg Investment Company 426 S.à r.l. (“**PAC 1**”), Clariant AG (“**PAC 2**”), Heubach Holding GmbH (“**PAC 3**”) and Mr. Ravi Kapoor (“**PAC 4**” and, along with PAC 1, PAC 2 and PAC 3, the “**PACs**”) each acting in the capacity as person acting in concert with the Acquirer.

In accordance with Regulation 14(1) of the Takeover Regulations, please find enclosed a copy of the public announcement dated June 14, 2021 for the Open Offer.

Terms not defined herein shall have the meaning ascribed to them under the public announcement.

Yours sincerely,

For **ICICI Securities Limited**



Sameer Purohit
Vice President

SEBI Registration : INM000011179
CIN No.: L67120MH1995PLC086241

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF CLARIANT CHEMICALS (INDIA) LIMITED UNDER REGULATIONS 3(1), 4, AND 5(1) READ WITH REGULATION 13(2)(e) AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

Open offer by Luxembourg Investment Company 428 S.à r.l. (“Acquirer”) along with Luxembourg Investment Company 426 S.à r.l. (“PAC 1”), Clariant AG (“PAC 2”), Heubach Holding GmbH (“PAC 3”) and Ravi Kapoor (“PAC 4”) and, along with PAC 1, PAC 2 and PAC 3, the “PACs”), each acting in the capacity as a person acting in concert with the Acquirer, for the acquisition of up to 6,001,268 fully paid up equity shares of face value INR 10 (Indian Rupees Ten) each of the Company (“Equity Shares”), representing 26.00% of the Voting Share Capital of Clariant Chemicals (India) Limited (“Target Company”) from the Public Shareholders (*as defined below*) of the Target Company (“Open Offer” or “Offer”)

This public announcement (“**Public Announcement**”) is issued by ICICI Securities Limited, manager to the Offer, for and on behalf of the Acquirer and the PACs, to the public shareholders of the Target Company excluding the promoters, members of the promoter group of the Target Company, parties to the SPA, the Acquirer, the PACs and any persons acting or deemed to be acting in concert with such parties as at the time of the Offer (“**Public Shareholders**”), pursuant to and in compliance with Regulations 3(1), 4, and 5(1) read with Regulations 13(2)(e) and 15(1), and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI (SAST) Regulations**”).

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

“**Tendering Period**” shall have the meaning ascribed to it under the SEBI (SAST) Regulations;

“**Voting Share Capital**” shall mean the total voting equity share capital of the Target Company, on a fully diluted basis, as of the 10th (tenth) Working Day from the closure of the Tendering Period for the Offer; and

“**Working Day**” shall mean any working day of the Securities and Exchange Board of India.

1. OFFER DETAILS

- 1.1. **Size:** The Acquirers and the PACs make this Offer to the Public Shareholders to acquire up to 6,001,268 Equity Shares (“**Offer Shares**”), constituting 26.00% (twenty-six percent) of the Voting Share Capital, at an Offer Price (as defined below) of INR 466.84 per Offer Share, aggregating to a Maximum Consideration (as defined below) of up to INR 2,801,631,953.12 (assuming full acceptance), subject to the terms of this Public Announcement, the detailed public statement (“**DPS**”) and the letter of offer (“**LoF**”) proposed to be issued in accordance with the SEBI (SAST) Regulations.

- 1.2. **Offer Price:** In terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded on the National Stock Exchange of India Limited (“**NSE**”) and the BSE Limited (“**BSE**”), collectively referred to as the “**Stock Exchanges**”. The Offer is made at a price of INR 466.84 per Offer Share (“**Offer Price**”) which has been determined in accordance with Regulation 8(1) and Regulation 8(3) of the SEBI (SAST) Regulations. Assuming full acceptance under the Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be up to INR 2,801,631,953.12 (“**Maximum Consideration**”). Since this Offer is made as a result of indirect acquisition of shares/control of the Target Company, in terms of Regulation 8(12) of the SEBI (SAST) Regulations, the Offer Price shall be increased by interest at the rate of ten per cent per annum for the period between June 11, 2021, being the date of the SPA, and the date of the DPS, and such increased Offer Price and the resulting increased Maximum Consideration shall be disclosed in the DPS to be issued in accordance with the SEBI (SAST) Regulations.
- 1.3. **Mode of payment (cash/security):** The Offer Price will be paid in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in this Public Announcement, the DPS and LoF to be issued in accordance with the SEBI (SAST) Regulations.
- 1.4. **Type of offer (triggered offer, voluntary offer/competing offer etc.):** This Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations. The thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations are not applicable.

2. UNDERLYING TRANSACTION TRIGGERING OPEN OFFER OBLIGATIONS

- 2.1. The Target Company is a public limited company incorporated in India with 51.00% of its equity share capital held by Colorants International AG, a company incorporated under the laws of Switzerland, directly and indirectly through a wholly owned subsidiary of Colorants International AG. The Target Company is engaged in the plastics and coatings and specialty chemicals business.
- 2.2. 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 is proposed to be transferred to the Acquirer through a purchase of **(a)** all the shares in Colorants International AG (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 have 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), concurrently with the closing of the SPA (“**Closing**”), PAC 2 shall acquire a 20% participation in a newly established holding company which shall, at Closing, be an indirect holding company of which the Acquirer and the PACs shall hold all the shares. In addition, concurrently with the execution of the SPA, 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 will be 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.

- 2.3. Consequently, the Acquirer and the PACs will acquire indirect control over the Target Company, subject to the fulfilment of certain conditions precedent including receipt of requisite regulatory clearances/approvals in various jurisdictions and the successful completion of the conditions set out in the SPA.
- 2.4. At Closing, the Acquirer and the PACs shall be entitled to indirectly exercise: **(a)** 51.00% of the Voting Share Capital; and **(b)** control over the Target Company. This Offer is accordingly made as an indirect offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations. The Acquirer will acquire the shares tendered by the Public Shareholders of the Target Company pursuant to this Offer. The Acquirer and the PACs have been so named and identified only for the purpose of this Public Announcement. Completion of the Underlying Transaction will result in the indirect change of control of the Target Company in favour of the Acquirer and the PACs. The immediate parent company of the Target Company and other relevant entities (including the subsidiaries of the Acquirer or PACs) may join as persons acting in concert with the Acquirer and PACs for the Offer and may acquire the shares of the Target Company tendered in the Offer.
- 2.5. In terms of the explanation to the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, the Offer is subject to and contingent upon the completion of the Underlying Transaction in accordance with the terms thereof.
- 2.6. Given below are the details of the Underlying Transaction:

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares/Voting rights acquired/proposed to be acquired		Total Consideration for shares/Voting Rights (VR) acquired	Mode of payment (Cash/securities)	Regulation which has triggered the Offer
		Number	% vis a vis total equity/ voting capital			
Indirect acquisition	SPA in relation to the Underlying Transaction as mentioned in point 2 above	Indirect acquisition of 11,772,050 Shares of the Target Company, currently held by the Existing Promoter in the Target Company	Indirect acquisition of 51.00% of the Voting Share Capital	Not applicable as this is an indirect acquisition	Not applicable as this is an indirect acquisition	Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations

3. **DETAILS OF THE ACQUIRER AND PACS**

DETAIL	ACQUIRER	PAC 1	PAC 2	PAC 3	PAC 4	TOTAL
Name of Acquirer/PACs	Luxembourg Investment Company 428 S.à r.l. (<i>Société à responsabilité limitée</i> ; Luxembourg Trade and Companies Register registration number: B 251.439)	Luxembourg Investment Company 426 S.à r.l. (<i>Société à responsabilité limitée</i> ; Luxembourg Trade and Companies Register registration number: B 251.435)	Clariant AG	Heubach Holding GmbH	Ravi Kapoor	N.A.
Address	6, rue Eugene Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg	6, rue Eugene Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg	Rothausstrasse 6 1, 4132 Muttenz, Switzerland	Untersbergstraße 104, 5084 Großgmain, Austria	91 B Lotus Court (w) Wing, Race Course, Vadodara 390 007, Gujarat, India	N.A.
Name(s) of persons in control/ promoters of Acquirers/ PAC where Acquirers/ PAC are companies	<p>The Acquirer is an investment holding company incorporated under the laws of Grand Duchy of Luxembourg.</p> <p>At the date hereof, the shareholders of the Acquirer are PAC 1 and PAC 3.</p> <p>At Closing, the Acquirer will be ultimately controlled by one or more affiliates of funds, vehicles and/or entities managed and/or advised by SK Capital Partners, LP</p>	<p>PAC 1 is an investment holding company incorporated under the laws of Grand Duchy of Luxembourg.</p> <p>SK Capital Partners V-A, LP and SK Capital Partners V-B, LP, both affiliates of funds, vehicles and/or entities managed and/or advised by SK Capital Partners, LP are the shareholders of PAC 1</p> <p>At Closing, PAC 1 will be ultimately controlled by one or more affiliates of funds, vehicles and/or entities managed and/or advised by SK Capital Partners, LP</p>	<p>PAC 2 is a widely held public company with its shares listed on the SIX Swiss Exchange, and has no identified promoter</p>	<p>PAC 3 is a holding company incorporated under the laws of Austria. Members of the Heubach Family are the shareholders of, and collectively control, PAC 3.</p>	N.A.	N.A.

DETAIL	ACQUIRER	PAC 1	PAC 2	PAC 3	PAC 4	TOTAL
Name of the Group, if any, to which the Acquirers/PAC belong to	The Acquirer is an affiliate of funds, vehicles and/or entities managed and/or advised by SK Capital Partners, LP	PAC 1 is an affiliate of funds, vehicles and/or entities managed and/or advised by SK Capital Partners, LP	Clariant group	Heubach group	N.A.	N.A.
Pre-transaction shareholding	NIL	NIL	Indirectly holds 11,772,050 Equity Shares constituting 51.00% of the Voting Share Capital	NIL	NIL. PAC 4 is the current chairman and managing director of Heubach Colour Private Limited, a private company in India, of which PAC 3 and PAC 4 are the direct shareholders.	NIL
Number and % of total share capital						
Proposed shareholding after the acquisition of shares which triggered the Offer (not taking into account the Equity Shares validly accepted in the Offer, if any)	Upon Closing, the Acquirer and the PACs will indirectly hold 11,772,050 Equity Shares constituting 51.00% of the Voting Share Capital					
Number and % of total share capital						
Any other interest in the Target Company	None	None	None	None	None	None

Note: In accordance with the explanation to the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, the Offer is subject to the completion of the Underlying Transaction.

4. DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE

Not applicable, as the Offer is being made on account of an indirect acquisition of control of the Target Company, and not as a result of any direct acquisition of Equity Shares, voting rights in or control over the Target Company.

5. TARGET COMPANY

Name	: Clariant Chemicals (India) Limited
Registered Office	: Reliable Tech Park, Gut No. 31, Village Elthan, off Thane Belapur Road, Airoli, Navi Mumbai 400 708, Maharashtra, India
Exchanges where listed	: The equity shares of the Target Company are listed on the BSE (Security ID: CLNINDIA, Security Code: 506390) and NSE (Symbol: CLNINDIA). The ISIN of the Target Company is INE492A01029

6. OTHER DETAILS

- 6.1. The DPS to be issued in terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations shall contain all other information in relation to the Offer, including the reasons and background to the Offer, detailed information on the Offer Price, details of any transaction documents for the Underlying Transaction and detailed information on the Acquirer, other persons acting in concert with the Acquirer (if any) and the Target Company and statutory approvals, if any, for the Offer. The DPS shall be published not later than five working days of the Closing, in accordance with the proviso to Regulation 13(4) read with Regulation 14(3) of the SEBI (SAST) Regulations. For the avoidance of doubt, the DPS shall be issued and the Offer proceeded with only if and when the Underlying Transaction is completed, as provided in the proviso to Regulation 13(4) of the SEBI (SAST) Regulations.
- 6.2. Each of the Acquirer and the PACs undertake that they are aware of and will comply with its obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet their obligations under the Offer in terms of the SEBI (SAST) Regulations.
- 6.3. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19 of the SEBI (SAST) Regulations.
- 6.4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5. The completion of the Offer is subject to receipt of statutory and regulatory approvals, if any, that may be required which will be set out in the DPS and the LoF.
- 6.6. In this Public Announcement, all references to "INR" are references to the Indian Rupee.
- 6.7. All information stated in this Public Announcement relating to the Target Company is obtained from publicly available sources.

ISSUED BY THE MANAGER TO THE OFFER:



ICICI Securities Limited

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Contact Person: Sameer Purohit/Shekher Asnani
SEBI Registration No. INM000011179

ON BEHALF OF THE ACQUIRER AND PACs:

ACQUIRER		PAC 1		PAC 2		PAC 3		PAC 4	
Luxembourg Company 428 S.à r.l.	Investment	Luxembourg Company 426 S.à r.l.	Investment	Clariant AG		Heubach Holding GmbH		Ravi Kapoor	
Place: Luxembourg, Duchy of Luxembourg	Grand	Place: Luxembourg, Duchy of Luxembourg	Grand	Place: MuttENZ, Switzerland		Place: Großmain, Austria		Place: Vadodara, Gujarat, India	
Date: June 14, 2021		Date: June 14, 2021		Date: June 14, 2021		Date: June 14, 2021		Date: June 14, 2021	