

February 12, 2022

To, Bombay Stock Exchange Limited Corporate Relationship Department, 1 st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai - 400 001 Scrip: 506390	To, The National Stock Exchange of India Limited Listing Department, Exchange Plaza, 5 th floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip: CLNINDIA
To, Securities & Exchange Board of India Plot No.C4-A, 'G' Block, BKC, Bandra (East), Mumbai - 400051, Maharashtra	To, ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, India

Sub.: Submission of Recommendation by the Committee of Independent Directors pursuant to Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations)

Ref: 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,

We enclose herewith the written reasoned recommendation approved by the Committee of Independent Directors, at its meeting held on February 12, 2022, on the above referred Open Offer, pursuant to Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The same will also be published in the following newspapers:

Newspaper	Language	Edition
Financial Express	English	All India edition
Jansatta	Hindi	All India edition
Navshakti	Marathi	Mumbai edition

Request you to take the same on record in terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Clariant Chemicals (India) Limited**

Amees Joshi

Company Secretary

Encl.: As above

Recommendations of the Committee of Independent Directors (“IDC”) of Clariant Chemicals (India) Limited (“Target Company” or “TC”) on the Open Offer made 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), Ravi Kapoor (PAC 4), Heubach Verwaltungs GmbH (PAC 5), Colorants International AG (PAC 6) (PAC 1 to PAC 6 collectively known as “the PACs”), to the Shareholders of the Target Company under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time (“SAST Regulations”)

1.	Date	February 12, 2022
2.	Name of the Target Company (TC)	Clariant Chemicals (India) Limited
3.	Details of the Offer pertaining to TC	<p>Open offer for acquisition of up to 60,01,268 fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”), representing 26.00% of the Voting Share Capital of the Target Company from the Public Shareholders of the Target Company pursuant to and in compliance with the requirements of the SAST Regulations.</p> <p>Open offer price: Rs. 493.84/-</p> <p>Detailed Public Statement dated January 8, 2022 published in newspapers on January 10, 2022 and Letter of Offer dated February 7, 2022, publicly available documents, have been issued by ICICI Securities Limited, Managers to the Open Offer, on behalf of the Acquirer and PACs.</p>
4.	Name(s) of the acquirer and PAC with the acquirer	<p>Acquirer: Luxembourg Investment Company 428 S.à r.l.</p> <p>PACs: PAC 1 - Luxembourg Investment Company 426 S.à r.l. PAC 2- Clariant AG PAC 3 - Heubach Holding GmbH PAC 4 - Ravi Kapoor PAC 5 - Heubach Verwaltungs GmbH PAC 6 - Colorants International AG</p>
5.	Name of the Manager to the offer	<p>ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India Tel: +91 22 6807 7100 Fax: +91 22 6807 7801 Website Address: www.icicisecurities.com SEBI Registration : INM000011179</p>

6.	Members of the Independent Directors' Committee (IDC)	Mr. Kewal Handa, Chairperson Mr. Sunirmal Talukdar, Member Dr. (Mrs.) Indu Shahani, Member
7.	IDC Member's relationship with the TC	All the Independent Directors of the Company are nominated by the Board to constitute the IDC. They have no relationship with the Company, other than being associated as Independent Directors of the Company.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the members of the IDC have traded in any of the equity shares/ securities of the Target Company during the: a. 12 months period preceding the date of the PA; and b. period from the date of the PA and till the date of this recommendation.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the Members of IDC: a. are Directors on the Boards of the Acquirer or the PACs; b. hold any Equity Shares or other securities of the Acquirer or the PACs; and c. have any contracts / relationship with the Acquirer or the PACs.
10.	Trading in the Equity shares / other securities of the acquirer by IDC Members	None of the Members of the IDC have traded in any of the equity shares / securities of the Acquirer or the PACs during: a. 12 months period preceding the date of the PA; and b. period from the date of the PA till the date of this recommendation.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC has perused the Detailed Public Statement dated January 8, 2022 which was published on January 10, 2022 and Letter of Offer dated February 7, 2022, and other publicly available documents as released and published by the Acquirer and PACs. RBSA Capital Advisors LLP vide their report dated February 12, 2022 have opined that based on their analysis, the open offer price is fair to the shareholders of CCIL, from a financial perspective. The analysis was presented to the IDC at its meeting held on February 12, 2022 Based on the above, the IDC is of opinion that the open offer price to the public shareholders of the Target Company is in compliance with the Regulations and to that extent is fair and reasonable. The Eligible Shareholders are advised to independently evaluate the Open Offer and take an informed decision on the Open Offer.
12.	Summary of reasons for recommendation	This is an Open Offer for acquisition of publicly held equity shares.

		<p>The IDC has sought an external advice from RBSA Capital Advisors LLP, who have opined that based on their analysis, the open offer price is fair to the shareholders of CCIL, from a financial perspective.</p> <p>The IDC has reviewed Detailed Public Statement dated January 8, 2022 which was published on January 10, 2022, Letter of Offer dated February 7, 2022, Fairness Opinion Report by RBSA Capital Advisors LLP and other publicly available documents issued by the Manager to the Open Offer on the behalf of the Acquirer and PACs.</p> <p>Based on the review, the IDC is of opinion that the offer price offered by the Acquirer is in line with the SAST Regulations and appears to be fair and reasonable prima facie.</p> <p>The Eligible Shareholders are advised to independently evaluate the Open Offer and take an informed decision on the Open Offer.</p>
13.	Disclosure of the Voting Pattern	The recommendations were unanimously approved by the members of IDC.
14.	Details of Independent Advisors	RBSA Capital Advisors LLP Address: 912, Venus Atlantis Corporate Park, , Anandnagar, Prahladnagar, Ahmedabad Gujarat, 380015 India. SEBI Reg. No.: INM000011724
15.	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code.

Thanking you,

Yours faithfully,
For Independent Directors' Committee
Clariant Chemicals (India) Limited

Kewal Handa
 Chairperson