

**June 15, 2024**

To, <b>The BSE Limited</b> Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001 Scrip: 506390 E-mail: corp.relations@bseindia.com	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: HEUBACHIND E-mail: cmlist@nse.co.in
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**Sub.: Result of Postal Ballot – for Appointment of Mrs. Diana Dhote (DIN: 10558367) as an Independent Director of the Company**

Dear Sir / Madam,

We refer to the Notice of Postal Ballot dated May 8, 2024 circulated to all the Shareholders of the Company via E-mail, on May 15, 2024 in accordance with the provisions of the Act and relevant MCA circulars for seeking their approval for Appointment of Mrs. Diana Dhote (DIN: 10558367) as an Independent Director of the Company

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 May 16, 2024 at 09:00 a.m. and ended on June 14, 2024 at 05:00 p.m.

The Scrutinizer has carried out the scrutiny of E-voting received upto 05:00 p.m. on June 14, 2024 and submitted his Report on June 15, 2024. The Scrutinizer's Report dated June 15, 2024 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	E-voting
Total number of shareholders as on May 10, 2024 (cut-off date for reckoning the voting rights of the members)	50002
Resolution	1. Appointment of Mrs. Diana Dhote (DIN: 10558367) as an Independent Director of the Company (Special Resolution)

**Results based on Scrutinizer’s Report:**

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	1,25,48,811	1,25,48,811	100.0000	1,25,48,811	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>1,25,48,811</b>	<b>100.0000</b>	<b>1,25,48,811</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	5,94,325	4,48,923	75.5349	4,48,923	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>4,48,923</b>	<b>75.5349</b>	<b>4,48,923</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	E-Voting	99,38,662	45,591	0.4587	36,229	9,362	79.4652	20.5348
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>45,591</b>	<b>0.4587</b>	<b>36,229</b>	<b>9,362</b>	<b>79.4652</b>	<b>20.5348</b>
<b>Total</b>		<b>2,30,81,798</b>	<b>1,30,43,325</b>	<b>56.5091</b>	<b>1,30,33,963</b>	<b>9,362</b>	<b>99.9282</b>	<b>0.0718</b>

Therefore, the Resolution mentioned in the Notice of Postal Ballot dated May 8, 2024 have been duly passed by the members with requisite majority. The certified copy of the Resolution dated June 14, 2024 is enclosed herewith for your record. Kindly take the same on your record and acknowledge the receipt.

Thanking you,  
For Heubach Colorants India Limited

**Amee Joshi**  
Company Secretary  
Encl: As above

**Certified true copy of the Special Resolutions passed by the Shareholders of Heubach Colorants India Limited (Formerly known as Clariant Chemicals (India) Limited) (“the Company”) through Postal Ballot on June 14, 2024**

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**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Diana Dhote (DIN: 10558367), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for the first term 5 (five) consecutive years effective from April 1, 2024 till March 31, 2029, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution. "

**For Heubach Colorants India Limited**

**Place:** Navi-Mumbai  
**Date:** June 15, 2024

**Amee Joshi**  
**Company Secretary**

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

### **Item No. 1**

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions the Board, at its meeting held on March 27, 2024 based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Diana Dhote (DIN: 10558367) as an Additional Director in the capacity of Independent Director of the Company for the first term of Five (5) consecutive years with effect from April 1, 2024 subject to the approval of the Shareholders by Special Resolution.

The Company has received all statutory disclosures and declarations necessary for directorship, including: written consent to act as director (Form DIR-2) as per the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation (Form DIR 8) confirming non-disqualification under Section 164(2) of the Act, declaration of meeting independence criteria under Section 149(6) of the Act and LODR Regulations, written notice by a member proposing candidature under Section 160(1) of the Act; and confirmation of compliance with Appointment Rules (Rules 6(1) and 6(2)) regarding registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors of the Company, she is a person of integrity, possess the relevant expertise and experience and she fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for appointment of Independent Director and she is independent of the management. Brief profile covering the details of her qualification, experience, specific areas of expertise and other relevant information as required pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

In compliance with the provisions of Sections 149, 150, 152, 161 read with Schedule IV to the Act and Regulation 17 of the SEBI LODR Regulations, the approval of the members is sought for the appointment of Mrs. Diana Dhote (DIN: 10558367) as an Independent Director of the Company for the first term of 5 (five) consecutive years effective from April 1, 2024 till March 31, 2029, and that she shall not be liable to retire by rotation. Upon the approval of the Members of the Company on the said resolution, the appointment shall be formalised by way of issuance of the letter of appointment by the Company to Mrs. Diana Dhote.

The Board of Directors recommend passing of the Special Resolution as set out in the Item No. 1 of the accompanying notice. None of the Directors, Key Managerial Personnel and / or their relatives, except Mrs. Diana Dhote and her relatives are interested and / or concerned in passing of the resolution.

### **Particulars of Director to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings Issued by the Institutes of Company Secretaries of India.**

<b>Name of Director</b>	Mrs. Diana Dhote
<b>DIN:</b>	10558367
<b>Date of Birth</b>	21/01/1961
<b>Type</b>	Non-Executive Independent Director
<b>Qualification</b>	<ul style="list-style-type: none"><li>Mcom, Mumbai University, 1983</li></ul>

	<ul style="list-style-type: none"> <li>• Diploma in Management Studies (Two-year part-time course), Mumbai University, 1985</li> <li>• Six Sigma Black Belt Certified</li> <li>• CAIIB</li> <li>• PGDIC</li> <li>• Certification in Sex Education</li> <li>• MA Psych (instream)</li> </ul>
<b>Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.</b>	NIL
<b>Expertise in Specific Functional area</b>	<ul style="list-style-type: none"> <li>• Strategic Planning and Execution</li> <li>• Relationship Management</li> <li>• Business Process Optimization</li> <li>• Risk Assessment</li> <li>• Leadership Development</li> <li>• Team Building</li> </ul>
<b>Directorship held in other Listed Companies</b>	NIL
<b>Listed Entities from which has resigned as Director in past 3 years</b>	NIL
<b>Particulars of Committee Chairmanship / Membership held in other Listed Companies</b>	NIL
<b>Relationship with other directors inter-se</b>	None
<b>Key terms and conditions of appointment</b>	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.
<b>Skills and capabilities required for the role and the manner in which Mrs. Diana Dhote meets such requirements.</b>	<p>Mrs. Diana Dhote has had a distinguished 41-year career in banking, which transitioned into personal counselling, bringing a wealth of experience to the table. Her involvement in various NGOs dedicated to community upliftment and management of a private initiative supporting education highlights her commitment to social responsibility. Diana's corporate background showcases strategic leadership and expertise in the capital market, which is further strengthened by her academic qualifications.</p> <p>Mrs. Diana Dhote extensive professional experience is primarily with the HSBC Group, across various roles since 1981. She retired as the</p>

**HEUBACH COLORANTS INDIA LIMITED**  
[formerly Clariant Chemicals (India) Limited]

Registered Office:  
Rupa Renaissance, B Wing, 25<sup>th</sup> Floor  
D-33, MIDC Road, TTC Industrial Area  
Juinagar, Navi Mumbai – 400705. India  
CIN: L24110MH1956PLC010806  
[www.heubach.com](http://www.heubach.com)



	<p>Global Head of Middle Office, HSBC Global Asset Management, UK in Nov 2022 and was leading a multimillion transformation initiative, the Global Middle Office Programme, for 2 years.</p> <p>In view of the above, the NRC and the Board are of the view that Mrs. Diana Dhote possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an Independent Director.</p>
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**For Heubach Colorants India Limited**

**Place:** Navi-Mumbai  
**Date:** June 15, 2024

**Amee Joshi**  
**Company Secretary**



### **SCRUTINIZER'S REPORT**

**[Pursuant to the Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

To,  
**Mr. Ravi Kapoor,**  
**The Chairman,**  
**Heubach Colorants India Limited**  
**[Formerly known as Clariant Chemicals (India) Limited]**  
Rupa Renaissance, B Wing, 25<sup>th</sup> Floor, D-33, MIDC Road,  
TTC Industrial Area Juinagar, Navi Mumbai, Thane - 400705

**Subject: Scrutinizer's Report on Voting done through Postal Ballot conducted by e-Voting means pursuant to Section 110 & Section 108 of the Companies Act, 2013.**

Dear Sir,

1. I, **Bhadresh B. Shah**, proprietor of **M/s Bhadresh Shah and Associates, Practicing Company Secretary**, had been appointed as the Scrutinizer by the Board of Directors of **Heubach Colorants India Limited [Formerly known as Clariant Chemicals (India) Limited]** (hereinafter referred to as "Company") vide Board Resolution dated May 08, 2024, for the purpose of Scrutinizing the Voting done by the Members of the Company through Postal Ballot, on resolution as mentioned in **Annexure – 'A'**.
2. The said appointment as Scrutinizer is pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read with the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), containing the procedure to be followed for conducting business through Postal Ballot.

#### **Management Responsibility**

3. The Management of the Company is responsible to ensure the compliance with the requirements of the (i) Act and the Rules made thereunder read with relevant MCA Circulars and (ii) the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (LODR) relating to voting through electronic means on the resolution contained in the Postal Ballot Notice.

#### **Scrutinizer Responsibility**

4. My responsibility as the Scrutinizer for the Voting done through Postal Ballot conducted by e-Voting is restricted to making Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system provided by Central



Depository Services (India) Limited ("CDSL"), the authorised agency to provide e-voting facilities engaged by the Company.

**5. I submit my report as under:**

- a) The Company had completed the dispatch of Postal Ballot Notice (containing voting instructions) dated Wednesday, May 08, 2024, via E-mail to its members, whose name appeared on register of Members/list of beneficiaries as on Friday, May 10, 2024 (Cut-off date) and had their E-mail Ids registered in accordance with the provisions of the Act and relevant MCA circulars on Wednesday, May 15, 2024.
- b) Pursuant to the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members for this Postal Ballot and Members were requested to communicate their assent or dissent for the resolution through the remote e-voting system only.
- c) The Company had issued Public Notice regarding dispatch of Postal Ballot Notice in English language in 'Business Standard' (English Newspaper) having country-wide circulation and in Regional language in 'Mumbai Lakshadeep' (Regional language Newspaper) having district-wide circulation on Friday, May 17, 2024.
- d) The Postal Ballot Notice was placed on the website of the Company at [www.heubach.com](http://www.heubach.com) and the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- e) The Members holding shares of the Company either in physical form or dematerialized form as on the cut – off date i.e. Friday, May 10, 2024, were entitled to vote on the proposed resolution as set out in the notice of Postal Ballot dated Wednesday, May 08, 2024.
- f) The Company had availed the services of Central Depository Services (India) Limited to provide e-voting facilities to the Members of the Company.
- g) The e-Voting period commenced on Thursday, May 16, 2024 at IST 09:00 a.m. and ended on Friday, June 14, 2024 at IST 05:00 p.m. and the remote e-voting was blocked thereafter pursuant to Rule 20(4)(viii) of Companies (Management and Administration) Rule, 2014.
- h) After the closure of e-voting period, the result of e-voting was unblocked and downloaded in presence of two witnesses, who are not in the employment of the Company.
- i) Since the resolution was to be passed only by e-voting, no postal ballot forms were received in physical form.
- j) All the e-votes casted till Friday, June 14, 2024 at IST 05:00 p.m., the last date and time fixed by the Company for the receipts of votes were considered for my Scrutiny.
- k) In total 304 folios voted either in favour or against the resolution. There was no folio that abstained from voting.





# 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 relevant records will be handed over to the Chairman or any person authorized by Chairman for safe keeping after the results are considered and approved and the minutes are signed by the Chairman.
- m) 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.
- n) The particulars of the all votes casted by way of e-voting vide report generated from CDSL has been entered in a Register maintained separately for the purpose.
- o) The detailed summary of Result with assent/dissent for the resolution is annexed herewith the report and is marked as **Annexure – 'A'**.
- p) Since the votes cast **FOR** the resolution **exceed** number of votes cast **AGAINST** the resolution by requisite majority, as per the attached **Annexure 'A'**, the resolution is considered to be duly passed with requisite majority.
- q) You are requested to declare the Voting Results as per attached **Annexure – 'A'** to the Members of the Company.

## For Bhadresh Shah and Associates Practicing Company Secretary

BHADRE  
SH B.  
SHAH

Digitally signed  
by BHADRESH B.  
SHAH  
Date: 2024.06.15  
16:49:04 +05'30'

**Bhadresh Shah**

**Proprietor**

**Membership No. - A23847**

**C. P No. 15957**

**PRC No.1917/2022**

**UDIN: A023847F000576916**

**Encl: a/a**

**Date: June 15, 2024**

**Place: Mumbai**

**For Heubach Colorants India Limited  
[Formerly known as Clariant Chemicals (India) Limited]**

**Amee Joshi  
Company Secretary  
ACS 22502**

**Annexure 'A'**

Resolution Required :Special		1 - Appointment of Mrs. Diana Dhote (DIN: 10558367) as an Independent Director 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	1,25,48,811	1,25,48,811	100.0000	1,25,48,811	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>1,25,48,811</b>	<b>100.0000</b>	<b>1,25,48,811</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	5,94,325	4,48,923	75.5349	4,48,923	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
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Public Non Institutions	E-Voting	99,38,662	45,591	0.4587	36,229	9,362	79.4652	20.5348
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>45,591</b>	<b>0.4587</b>	<b>36,229</b>	<b>9,362</b>	<b>79.4652</b>	<b>20.5348</b>
<b>Total</b>		<b>2,30,81,798</b>	<b>1,30,43,325</b>	<b>56.5091</b>	<b>1,30,33,963</b>	<b>9,362</b>	<b>99.9282</b>	<b>0.0718</b>

**SUMMARY**

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAISNT (%)</b>	<b>RESULT</b>
1.	Appointment of Mrs. Diana Dhote (DIN: 10558367) as an Independent Director of the Company.	Special Resolution	99.9282	0.0718	Resolution Passed with Requisite Majority