

November 06, 2025

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001  
**Scrip Code – 506390**

National Stock Exchange of India Limited  
Exchange Plaza, C - 1, Block - G,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Scrip Symbol - HEUBACHIND**

Dear Sir / Madam,

**Sub : Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Notice of Postal Ballot dated October 31, 2025**

As per the provisions of Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), as amended from time to time, we enclose herewith copy of the Notice of Postal Ballot along with an Explanatory Statement dated October 31, 2025 sent to Members of the Company to transact the below mentioned business items:

- a) Re-appointment of Mr. Sambit Roy (DIN: 08291664) as a Managing Director of the Company (Ordinary Resolution)
- b) To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company (Special Resolution)
- c) Appointment of Mr. Amitabha Mukhopadhyay (DIN: 01806781) as a Non-Executive and Non-Independent Director (Ordinary Resolution)

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended from time to time, read with Regulation 44 of SEBI Listing Regulations, 2015, as amended from time to time, Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, and in terms of circulars issued by The Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) from time to time (collectively to be referred as “Circulars”), the Company has sent Notice of Postal Ballot along with Explanatory Statement on **Thursday, November 06, 2025** in electronic mode only to those Members whose names appear in the Register of Members as on the **Cut-Off Date i.e. Friday, October 31, 2025** and whose email addresses were registered with the Company / MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”) / Depository Participant(s) (“DP”) / Depository(ies). In terms of the abovementioned Circulars, the Members are entitled to cast their vote through electronic mode only.



The dispatch of the Notice of Postal Ballot along with Explanatory Statement has been completed through email today i.e. **Thursday, November 06, 2025**.

The Company has engaged services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members in respect of the item forming part of the Notice.

Further, please find below the schedule of events for postal ballot:

Sr. No.	Activity	Date
1.	Remote e-voting Start Date	<b>Friday, November 07, 2025</b>
2.	Remote e-voting Start Time	<b>9:00 a.m. (IST)</b>
3.	Remote e-voting End Date	<b>Saturday, December 06, 2025</b>
4.	Remote e-voting End Time	<b>5:00 p.m. (IST)</b>

Detailed instructions for e-voting facility and registration of email address of the members, are provided in the Notice of Postal Ballot.

The said Notice and Explanatory Statement is enclosed herewith and has also been uploaded on the Company's website at [www.heubach.com](http://www.heubach.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Heubach Colorants India Limited**

**Adwait Joshi**  
**Company Secretary**

Encl: As above



Outshine. Outdo.

**HEUBACH COLORANTS INDIA LIMITED**

**CIN: L24110MH1956PLC010806**

**Registered Office:** Rupa Renaissance, B Wing, 25th Floor, D-33, MIDC Road, TTC Industrial Area, Juinagar, Navi Mumbai 400705

**Tel.:** 022 20874406, **Website:** www.heubach.com, **E-mail:** investor.relations\_india@heubach.com

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

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended from time to time ("the Act"), read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules") along with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent Circulars issued from time to time, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by The Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), SEBI Circulars issued from time to time (together "SEBI Circulars") Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the business as set out in the Notice by way of Postal Ballot only through remote e-voting.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of National Securities Depository Limited ("NSDL") for facilitating the remote e-voting process. The Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company /Depository Participant("DP").

The Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company /Depository Participant("DP") as on **Friday, October 31, 2025 ("Cut-off date")**. The e-voting period commences on **Friday, November 07, 2025 at 9.00 a.m. IST** and ends on **Saturday, December 06, 2025 at 5.00 p.m. IST**. Members are requested to carefully read the instructions given in this Notice of Postal Ballot and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 p.m. IST on Saturday, December 06, 2025**. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

If your email address is not registered with the Company/ RTA / Depository Participant(s), please follow the process provided in the notes to this Notice. Further, in compliance with the requirements of Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Board has appointed Mr. Rajesh Karunakaran (Membership No. FCS 7441, C.P. No. 6581), Practicing Company Secretary, Pune, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner. An explanatory statement pursuant to Section 102 of the Companies Act pertaining to the resolution setting out all material facts and the reasons thereof is annexed hereto.

The Notice will also be placed on the website of the Company at www.heubach.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 and www.nseindia.com respectively.

#### **Item No. 1: Re-appointment of Mr. Sambit Roy (DIN: 08291664) as Managing Director of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), modification(s) or variation(s) thereto), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") as amended and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Sambit Roy (DIN: 08291664) as the Managing Director, for a further period of 5 (five) years commencing from November 25, 2025 and ending on November 24, 2030, not liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, as set out in Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Sambit Roy (DIN: 08291664), Managing Director, for a term of 5 (five) years effective November 25, 2025, as detailed in the Explanatory Statement appended hereto as minimum remuneration in case the Company has no profit or inadequate profits, with authority to the Board of Directors (upon the recommendation of Nomination and Remuneration Committee), to alter or enhance, including periodical increase in his remuneration as may be permissible within the overall limits as prescribed under Section 197 of the Act and Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors upon the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter such terms and conditions as it may deem appropriate in compliance with the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this Resolution.”

**Item No. 2: To approve change of name of the Company and consequent alteration in the Memorandum of Association and 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(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“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) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), and subject to the approval of Central Government (power delegated to Registrar of Companies (“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 “Heubach Colorants India Limited” to “Sudarshan Colorants India Limited”.

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is “Sudarshan Colorants India Limited”.

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name “Heubach Colorants India Limited” wherever appearing in any of the documents/records of the Company be substituted by the new name “Sudarshan Colorants India Limited” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT managing director, chief financial officer and company secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this 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.”

**Item No. 3: Appointment of Mr. Amitabha Mukhopadhyay (DIN: 01806781) as a Non-Executive and Non-Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Rules framed thereunder, the Articles of Association of the Company, and Regulation 17(1c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Mr. Amitabha Mukhopadhyay (DIN: 01806781), who was appointed as an Additional Director in the capacity of a Non-Executive and Non-Independent Director with effect from October 31, 2025, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, in respect of whom the Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, effective October 31, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, Mr. Amitabha Mukhopadhyay be paid such fees and remuneration and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time under the Act, in accordance with the Nomination and Remuneration policy of the company and as approved by the Shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any committee of directors with power to further delegate to 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.”

By order of the Board of Directors  
For **Heubach Colorants India Limited**

Sd/-  
**Adwait Joshi**  
**Company Secretary**  
**Membership No.: ACS 39132**

Navi Mumbai, October 31, 2025  
Heubach Colorants India Limited  
Registered Office:  
Rupa Renaissance, B Wing, 25<sup>th</sup> Floor, D-33,  
MIDC Road, TTC Industrial Area, Juinagar,  
Navi Mumbai, Thane, Maharashtra, India, 400705  
CIN: L24110MH1956PLC010806  
Website: [www.heubach.com](http://www.heubach.com)  
Email: [investor.relations\\_india@heubach.com](mailto:investor.relations_india@heubach.com)

## 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 is annexed hereto along with the instructions of E-Voting for your consideration.**
2. The relevant details, pursuant to Regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment / re-appointment are also annexed to this Notice.
3. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility of Remote e-voting to the members to exercise their votes electronically through remote e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.
4. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on **Friday, October 31, 2025 (“the Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e- voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the remote e-voting system.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person, who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. The remote e-voting period commences at 09:00 A.M. (IST) on Friday, November 07, 2025 and ends at 05:00 P.M. (IST) on Saturday, December, 06, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
7. Once the vote on the resolutions is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, October 31, 2025, being the Cut-off Date fixed for the purpose.
8. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, December 06, 2025.
9. The Board has appointed Mr. Rajesh Karunakaran (Membership No. FCS 7441, C.P. No. 6581), Practicing Company Secretary, Pune, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to Chairman 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 and Regulation 44 of the LODR Regulations. The results will be displayed at the registered office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed within **two working days** as per the provisions of the LODR. The results of the postal ballot will also be displayed on the Company’s website: [www.heubach.com](http://www.heubach.com).
10. All material documents referred to in the explanatory statement, if any, will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. Saturday, December 06, 2025. Members may send their requests to [investor.relations\\_india@heubach.com](mailto:investor.relations_india@heubach.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
11. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

### Explanatory statement pursuant to Section 102 of the Companies Act, 2013

**In conformity with the provisions of Section 102 of the Companies Act, 2013, and statement of additional information as required under SEBI Listing Regulations, 2015, the following Explanatory statement sets out all material facts relating to the businesses mentioned under resolutions of the accompanying Notice.**

#### Item No. 1

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of shareholders was accorded for appointment of Mr. Sambit Roy as the Managing Director of the Company effective November 25, 2024 through Postal Ballot.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 31, 2025 further recommend to the Members, the re-appointment of Mr. Sambit Roy as a Managing Director for a term of five years effective November 25, 2025 upto November 24, 2030 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The details of remuneration, as approved by the Board of Directors at its meeting held on October 31, 2025, based on recommendation of Nomination and Remuneration Committee are as given below:

Sr. No.	Particulars	Amount (₹)
1.	Salary (₹ Per month) (Eligible for revision every year as determined by the Board)	5,86,784/-
2.	Other Allowances (₹ Per month) viz. House Rent Allowance, Children Education and Hostel Allowance, Conveyance, Leave Travel Allowance etc. (Eligible for revision every year as determined by the Board)	8,12,463/-
3.	Performance Linked Variable Allowance (PLVA) (₹ Per month) (payable annually and eligible for revision every year as determined by the Board.) The Board may also consider granting special incentive based on the recommendation of the Nomination and Remuneration Committee in addition to the PLVA.	4,28,623/-
4.	Perquisites / Benefits / Allowances: House rent allowance / Rent free accommodation, Free Housing, Furniture, Medical Allowance / Medical Reimbursement, Allowances for utilities such as Gas, Electricity, Water, Leave Travel Allowance, Fees of Clubs, Personal Accident Insurance premium, Hospitalization, Provision for car with driver as per Company Policy, Fuel Reimbursement, Car Maintenance, Telephone, Mobile, Fax, Computer, Watchman, Domestic Servant, Gardner, Ex-gratia, Canteen, compensation for loss of Office as computed under the provisions of Companies Act, 2013	As per policy of the Company
5.	Retirals: Provident Fund, Superannuation, Gratuity Fund - As per the Company's Policy	As per policy of the Company

Subject to the control and supervision of the Board of Directors, Mr. Sambit Roy, shall continue to be in charge of the management of the affairs of the Company and shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board and Members except such matters which are specifically required to be undertaken by the Board under the applicable provisions of the Articles of Association of the Company or under the Act and the Rules made thereunder or under the LODR Regulations, as amended from time to time.

Details as required pursuant to Regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, as applicable are provided hereunder:

Name of Director	Mr. Sambit Roy
DIN	08291664
Date of Birth	May 26, 1972
Age	53 Years
Expertise in Expertise and brief resume	<p>Mr. Sambit Roy is a seasoned professional in the specialty chemical industry, holding a degree in Chemical Engineering from NIT (REC) Jaipur. He has further enhanced his leadership capabilities through an Organizational Leadership certification from London Business School and a Diploma in Computer Programming from Tata Infotech.</p> <p>With over 28 years of diverse experience across reputed organizations such as Birla, Colour-Chem, Clariant, and Heubach Group &amp; now currently at Sudarshan Chemical Group, his major experience in the chemical industry, specializing in B2B markets and multinational corporations. With over 10 years in leadership roles with full P&amp;L responsibility, Mr. Roy has proven ability to drive business growth, enhance profitability, and lead high-performing teams across diverse industries and cultures. Mr. Roy brings an exceptional track record in strategic and operational performance improvement, leveraging Lean Sigma methodologies (commercial excellence) to optimize efficiency and profitability, Passionate about customer focus and team leadership, thrive in managing complex business environments and inspiring teams to achieve excellence.</p>
No. of meetings of the Board attended during the year	Mr. Sambit Roy has attended 5 (five) meetings of the Board of Directors held during the year 2025-26 (i.e. till the date of this Postal Ballot Notice)
List of Directorship / Membership / Chairmanship of Committees	<p>Directorships held in entities including this entity:</p> <ol style="list-style-type: none"> <li>1. Heubach Colorants India Limited</li> </ol> <p>Memberships and Chairmanships in Committees:</p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member (upto October 31, 2025)</li> <li>2. Stakeholders' Relationship Committee – Member</li> <li>3. Risk Management Committee – Member</li> <li>4. Corporate and Social Responsibility Committee - Member</li> </ol>
Listed entities from which person has resigned during past three years	None
No. of Shares held in the Company including shareholding as a beneficial owner	Nil
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	Mr. Roy is not related to any Director / Key Managerial Personnel of the Company.
Terms and Conditions of appointment / re-appointment	As provided in the Explanatory Statement.
Details of remuneration sought to be paid	As provided in the Explanatory Statement.
Details of remuneration last drawn	₹1,13,39,411/- (effective November 25, 2024 upto March 31, 2025)

The appointment and remuneration of Mr. Sambit Roy is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and LODR Regulations. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not debarred from holding office of director pursuant to any SEBI order or any other regulatory authority and is also eligible to act as Managing Director of the Company pursuant to applicable provisions of the Act.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.



Members' approval is hereby sought for re-appointment of Mr. Sambit Roy as a Managing Director of the Company for a period of 5 (five) years effective November 25, 2025 upto November 24, 2030 and fixing the remuneration payable to him in that capacity.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sambit Roy himself and his relatives, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

## **Item No. 2**

Consequent to the completion of acquisition of the Global Pigment Business Operations by Sudarshan Chemical Group, the Board of Directors had considered and approved the proposed change in the name of the Company from 'HEUBACH COLORANTS INDIA LIMITED' to 'SUDARSHAN COLORANTS INDIA LIMITED' and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

Further, the Company has received a name availability letter dated October 22, 2025 from the Registrar of Companies, Central Registration Centre, informing no objection with respect to change in the name of the Company as proposed above. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Act.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the SEBI Listing Regulations, 2015, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure A**.

Your Board recommends and seeks your approval by way of Special Resolution through Postal Ballot, by voting through remote e-voting for the resolution as set out under Item No. 2 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of this Notice except to the extent of their shareholding, if any.

## **Item No. 3**

Pursuant to provisions of section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on October 31, 2025, approved the appointment of Mr. Amitabha Mukhopadhyay (DIN: 01806781) as an Additional Director (Non-Executive and Non-Independent Director) subject to approval of shareholders of the Company. Accordingly, it is proposed to appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781) as a Non- Executive and Non-Independent Director, liable to retire by rotation, effective October 31, 2025.

The Company has received the requisite Forms 'DIR 2' & 'DIR 8' from Mr. Amitabha Mukhopadhyay, in terms of Section 152(5) and 164 (2) of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as "the Rules"), conforming his consent and eligibility for such appointment and Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. The Company has also received a written notice under Section 160 of the Companies Act, 2013 proposing his candidature.

The Board of Directors, pursuant to Regulation 17 (1c) of LODR Regulations recommend passing of the Ordinary Resolution as set out at Item No. 3 of the accompanying notice.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Amitabha Mukhopadhyay and his relatives, are interested and / or concerned in passing of the resolution.

Details as required pursuant to Regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, as applicable are provided hereunder:

Name of Director	Mr. Amitabha Mukhopadhyay
DIN	01806781
Date of Birth	August 17, 1964
Age	61 Years
Expertise in Expertise and brief resume	<p>Mr. Amitabha Mukhopadhyay has graduated from the University of Calcutta in Physics (Hons.). He is a rank holder Chartered Accountant from the Institute of Chartered Accountants of India and is also a Bachelor of Law from Pune University.</p> <p>Mr. Mukhopadhyay has experience of almost two decades as the Group CFO for leading Indian groups, with expertise in corporate finance, M&amp;A, and corporate strategy. He held leadership roles in Tata Group and Thermax.</p>
No. of meetings of the Board attended during the year	Nil
List of Directorship / Membership / Chairmanship of Committees	<p>Directorships held in entities including this entity:</p> <ol style="list-style-type: none"> <li>1. Heubach Colorants India Limited</li> <li>2. Sudarshan Chemical Industries Limited</li> <li>3. Parag Milk Foods Limited</li> <li>4. Sanghvi Movers Limited</li> <li>5. Quick Heal Technologies Limited</li> <li>6. Foseco India Limited</li> <li>7. RIECO Industries Limited</li> <li>8. IFB Refrigeration Limited</li> <li>9. Safepack Industries Limited</li> <li>10. Biofuelcircle Private Limited</li> <li>11. Knest Manufacturers Private Limited</li> <li>12. Lexcelon Corporate Advisors Private Limited</li> </ol> <p>Memberships and Chairmanships in Committees:</p> <ol style="list-style-type: none"> <li>1. Heubach Colorants India Limited <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> </li> <li>2. Quick Heal Technologies Limited <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Nomination and Remuneration Committee (Member)</li> </ul> </li> <li>3. Foseco India Limited <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Stakeholders' Relationship Committee (Member)</li> <li>- Risk Management Committee (Chairman)</li> <li>- Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>4. Sanghvi Movers Limited <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Risk Management Committee (Member)</li> </ul> </li> <li>5. Safepack Industries Limited <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Nomination and Remuneration Committee (Member)</li> </ul> </li> </ol>

	6. Parag Milk Foods Limited - Audit Committee (Chairman) - Nomination and Remuneration Committee (Member) - Risk Management Committee (Member)  7. RIECO Industries Limited - Audit Committee (Chairman) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member)
Listed entities from which person has resigned during past three years	1. Heubach Colorants India Limited 2. IFB Agro Industries Limited
No. of Shares held in the Company including shareholding as a beneficial owner	Nil
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	Mr. Mukhopadyay is not related to any Director / Key Managerial Personnel of the Company.
Terms and Conditions of appointment / re-appointment	As provided in the Explanatory Statement.
Details of remuneration sought to be paid	As provided in the Explanatory Statement.
Details of remuneration last drawn	Not Applicable

By order of the Board of Directors  
For **Heubach Colorants India Limited**

Sd/-  
**Adwait Joshi**  
**Company Secretary**  
**Membership No.: ACS 39132**

Navi Mumbai, October 31, 2025  
Heubach Colorants India Limited  
Registered Office:  
Rupa Renaissance, B Wing, 25<sup>th</sup> Floor, D-33,  
MIDC Road, TTC Industrial Area, Juinagar,  
Navi Mumbai, Thane, Maharashtra, India, 400705  
CIN: L24110MH1956PLC010806  
Website: www.heubach.com  
Email: investor.relations\_india@heubach.com

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

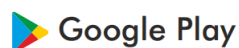
#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. If you are 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>4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

**NSDL Mobile App is available on**



**Individual Shareholders holding securities in demat mode with CDSL**

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 users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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 [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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 toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 137575 then user ID is 137575001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [karunakaran2004@yahoo.com](mailto:karunakaran2004@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).



**Abhijeet S. Pachhapure****CHARTERED ACCOUNTANT**

Cell : 9860658122



abhijeetp@icai.org

To,  
Board of Directors,  
Heubach Colorants India Limited  
Navi Mumbai, Maharashtra, India

Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

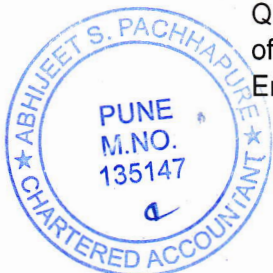
1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the Heubach Colorants India Limited ('the Company' or 'Heubach'), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of the name of the Company from "Heubach Colorants India Limited " to " Sudarshan Colorants India Limited"

**Management responsibility**

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

**Practitioner's responsibility**

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. 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.
7. 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.




**Opinion**

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.	The Company has not changed its main activity nor invested in new activity/project.

**Restrictions on use**

9. The certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of Postal Ballot and any intimation to the Stock Exchange and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

  
**CA Abhijeet S. Pachhapure**

Chartered Accountant

M. No. 135147

UDIN: 25135147BMKQGY4665

Place: Pune

Date: 31.10.2025

