

March 31, 2020

<p>To, The Bombay Stock Exchange Limited Corporate Relationship Department 1st Floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001 Scrip: 506390</p> <p>E-mail: corp.relations@bseindia.com</p>	<p>To, The National Stock Exchange of India Limited Listing Department, Exchange Plaza, 5th floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip: CLNINDIA</p> <p>E-mail: cmlist@nse.co.in</p>
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Sub.: Result of Postal Ballot – Reappointment of Mr. Adnan Ahmad

Dear Sir / Madam,

We refer to the Notice of Postal Ballot dated February 25, 2020 circulated to all the Shareholders of the Company for seeking their approval for Re-appointment of Mr. Adnan Ahmad as Vice-Chairman & Managing Director of the Company for a period of 3 years from April 3, 2020 to April 2, 2023, by means of Postal Ballot including E-voting.

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 last date for receiving duly filled and signed Postal Ballot forms was close of working hours at 05:00 p.m. on March 30, 2020. The E-voting was kept open from February 29, 2020 (09:00 a.m.) to March 30, 2020 (05:00 p.m.).

There were no Postal Ballot Forms received till Monday, March 16, 2020. In wake of the COVID 19 Pandemic, the Company went under complete lockdown and had adopted work from home policy since March 16, 2020. Thus, postal ballot forms, if any received during the period from March 16, 2020 to March 30, 2020 could not be considered and reported.

The Scrutinizer has carried out the scrutiny of E-voting Report generated from CDSL and submitted his Report on March 31, 2020. The Scrutinizer's Report dated March 31, 2020 is enclosed herewith for your reference and record.

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

Mode of Voting	Postal Ballot (including E-voting)
Total number of shareholders as on February 21, 2020 (cut-off date for reckoning the voting rights of the members)	39,094

Special Resolution	Special resolution pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions ,if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for re-appointment of Mr. Adnan Ahmad, (DIN 00046742), as Vice-Chairman and Managing Director of the Company for a period of three years with effect from April 3, 2020 to April 2, 2023.
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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	No. of Invalid Votes
		[1]	[2]	[3] = {[2] / [1]}*100	[4]	[5]	[6]={[4] / [2]}*100	[7]={[5]/ [2]}*100	[8]
Promoter and Promoter Group	E-Voting	11772050	11772050	100.0000	11772050	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		11772050	100.0000	11772050	0	100.0000	0.0000	0
Public Institutions	E-Voting	1523818	836660	54.9055	836660	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		836660	54.9055	836660	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	9785930	611774	6.2516	606119	5655	99.0756	0.9244	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		611774	6.2516	606119	5655	99.0756	0.9244	0
Total		23081798	13220484	57.2767	13214829	5655	99.9572	0.0428	0

Therefore, the Special Resolution mentioned in the Notice of Postal Ballot dated February 25, 2020 has been duly passed by the members with requisite majority. The certified copy of the Special Resolution dated March 31, 2020 is enclosed herewith for your record.

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

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

Sd/-
Ameesh Joshi
Company Secretary

Encl: As above

Certified true copy of the Special Resolution passed by the Shareholders of Clariant Chemicals (India) Limited (“the Company”) through Postal Ballot on March 31, 2020

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, approval of members be and is hereby accorded for the re-appointment of Mr. Adnan Ahmad as Vice-Chairman and Managing Director of the Company for a period of three years from April 3, 2020 to April 2, 2023 on such remuneration and terms & conditions as mentioned in the Explanatory statement annexed to the Postal Ballot Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase, alter, modify or change the terms and remuneration including benefits and perquisites payable to Mr. Adnan Ahmad within the overall limit of ₹ 8 Crores per year;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, things and matter as may be required and necessary for giving effect to aforesaid resolution and to do all such other incidental acts and things in this regard.”

For Clariant Chemicals (India) Limited

Place: Navi Mumbai
Date: March 31, 2020

Sd/-
Amees Joshi
Company Secretary

Certified true copy of the Explanatory Statement annexed to the notice of Postal Ballot of the Company pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The tenure of Mr. Adnan Ahmad as Vice-Chairman and Managing Director of the Company will expire on April 2, 2020. Considering the immense contribution and pivotal role played by Mr. Adnan Ahmad in total achievements of the Company during his tenure, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on February 14, 2020, have approved the re-appointment of Mr. Adnan Ahmad, subject to the approval of shareholders as the Vice-Chairman and Managing Director for a further period of 3 years from April 3, 2020 to April 2, 2023.

The Terms and conditions for re-appointment of Mr. Adnan Ahmad is given below:

A. Salary Remuneration, perquisites and benefits:

(i) Basic Salary: ₹ 11,00,000/- (Rupees Eleven Lakh only) per month.

(ii) Company Leased Accommodation: Provision of a Company Leased Accommodation for (approx) ₹ 5,25,000/- (Rupees Five Lakh Twenty Five Thousand only) per month will be provided to Mr. Adnan Ahmad.

In case the Company is not able to provide a Leased Accommodation to Mr. Adnan Ahmad, ₹ 5,25,000/- (Rupees Five Lakh Twenty Five Thousand only) per month will be paid to him as part of Basic Salary.

(iii) Contribution to Provident Fund: Employer's Contribution to Provident Fund at the rate specified in the Provident Fund Act and Rules thereunder calculated on basic salary payable per month. The employee's contribution at the rate specified in the Provident Fund Act will be deducted from the monthly basic salary.

(iv) Commission/Bonus: Target Bonus of ₹ 1,24,80,000/- (Rupees One Crore Twenty Four Lakh Eighty Thousand only) payable annually as per the Company Scheme.

(v) Group LTIP (Long Term Incentive Plan) Matching Shares: Mr. Adnan Ahmad will be eligible for Long Term Incentive Plan of ₹ 97,50,000/- (Rupees Ninety Seven Lakhs Fifty Thousand only) per annum as per the Company scheme.

(vi) Gratuity: As per Payment of Gratuity Act.

(vii) Special Allowance: ₹ 88,253/- (Rupees Eighty Eight Thousand Two Hundred Fifty Three only) per month till April 11, 2020.

(viii) Sitting Fees: Mr. Adnan Ahmad shall not be paid sitting fees for attending the meeting of the Board or Committee of Directors of the Company.

(ix) Restricted Share Units (RSUs): Mr. Adnan Ahmad will be eligible for RSUs which will vest in April 2020 and converted into shares of Clariant AG. The actual cost of RSUs will be borne by Parent Group entity; However, the Company has identified the arrangement of granting RSUs by Parent Group entity to Mr. Adnan Ahmad and created provisions accordingly as per the provisions of Ind AS 102.

(x) Perquisites and Benefits:

a. Annual Leave:

Mr. Adnan Ahmad will be eligible for Leaves & Leave encashment as per Company policy applicable from time to time.

b. Club Fees:

Reimbursement of fees of any two clubs in India, including admission or entrance fees and monthly or annual subscriptions.

c. Personal Accident Insurance:

The Company shall purchase personal accident insurance policy equivalent to eighty months Basic Salary as per Company policy.

d. Group Medical Insurance:

Group Medical Insurance with coverage of ₹ 500,000/- (Rupees Five Lakh only) for self & spouse & two Dependent children up to the age of 25 years as per the Company Policy.

e. Company maintained Car, Driver & Telephone:

Provision for Company maintained car with driver as per Company's policy. Reimbursement of Fuel expenses by Company at actuals.

A mobile phone facility will be provided, the cost of which will be borne by the Company.

f. Entertainment Expenses:

Reimbursement of entertainment expenses actually and properly incurred in the course of the business of the Company subject to such annual limits may be fixed by the Board of Directors of the Company.

B. Other terms and conditions:

(i) Inadequacy of Profits:

In the event of inadequacy of profits under section 197 of the Companies Act, 2013, the remuneration comprising salary, allowances, commission/ bonus, perquisites and benefits, as detailed above shall be construed as minimum remuneration to Mr. Adnan Ahmad during the term of his appointment. In the

event the remuneration payable exceeds the limits prescribed under Schedule V read with relevant provisions of the Companies Act, 2013, the special resolution is proposed for the approval of shareholders for the payment of abovementioned remuneration to Mr. Adnan Ahmad as minimum remuneration.

(ii) Not to engage in other employment:

Mr. Adnan Ahmad will not engage in any employment or business enterprise that would in any way conflict with the services and interest of Company and shall comply with all applicable laws of the Country and refrain from political activities.

(iii) Business Conduct:

Mr. Adnan Ahmad shall comply with Company's policies with regard to business ethics and shall maintain integrity in line with the Company's Code of Conduct and governance policies.

(iv) Termination:

The appointment may be terminated by either party by giving to the other party three months' written notice of such termination.

(v) Vacation of Office:

If Mr. Adnan Ahmad ceases to be in the whole time employment of the Company, for any reason whatsoever, he shall also cease to be the Managing Director of the Company and also cease to be a Director on the Board of Directors of the Company.

(vi) Governing laws, jurisdiction and entire understanding:

The agreement between the Company and Mr. Adnan Ahmad shall be governed by the laws of India including taxation laws as are applicable in India with exclusive jurisdiction of the Indian courts.

For Clariant Chemicals (India) Limited

Place: Navi Mumbai
Date: March 31, 2020

Sd/-
Ameesh Joshi
Company Secretary

**BHADRESH SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARY**

M: 9920440720

E: csbhadreshshah@gmail.com

**Office Address:
21, Hasan Ali Building,
2nd Floor, 17, Jijobhoy
Dadabhai Lane,
Behind Videocon House,
Fort, Mumbai - 400001**

SCRUTINIZER'S REPORT

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

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

Subject: Scrutinizer's Report on voting through e-Voting and Postal Ballot Forms pursuant to Section 108 and 110 of the Companies Act, 2013.

Dear Sir,

1. I, **Bhadresh B. Shah**, proprietor of **M/s Bhadresh Shah and Associates, Practicing Company Secretary** was appointed as the Scrutinizer for Postal Ballot and e-Voting of the **Clariant Chemicals (India) Limited** (hereinafter referred to as the "Company") conducted in pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot as per the provisions of the Act.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolution contained in the Postal Ballot Notice. My responsibility as the scrutinizer for the voting process (Postal Ballot Forms and eVoting) is restricted to make scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the voting on Postal Ballot Forms as received from Shareholders and reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facilities and engaged by the Company.

3. I submit my report as under:

- a) The Company completed the dispatch (Physical and Electronic Mode) of Postal Ballot Notices along with Postal Ballot Forms (containing e-voting instructions) along with Postage pre-paid self-addressed Envelopes to its members, whose name appeared on register of Members/list of beneficiaries as on February 21, 2020 on Saturday, February 29, 2020.
- b) The Company had issued Public Notice regarding dispatch of Postal Ballot Notices and Forms in Business Standard (English Newspaper) and in Mumbai Lakshadeep (Regional Language Newspaper) on Sunday, March 01, 2020.
- c) The Shareholders holding shares either in physical form or dematerialized form as on the cut – off date i.e. February 21, 2020 were entitled to vote on the proposed resolution(s) as set out in the notice of Postal Ballot and e-Voting dated February 25, 2020.
- d) The Company has availed the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities to the Members of the Company.
- e) The remote e-Voting period commenced from February 29, 2020 (09:00 a.m.) to March 30, 2020 (05:00 p.m.).
- f) The equity shareholders opting to vote through postal ballot forms were required to send the duly completed and signed postal ballot form (original) on or before the close of the working hours at 05:00 p.m. on March 30, 2020 to be eligible for being considered, failing which, it shall be treated as if no reply has been received from the Member.
- g) There were no Postal Ballot Forms received till Monday, March 16, 2020. In wake of the COVID19 Pandemic, the Company went under complete lockdown and had adopted work from home policy since March 16, 2020. Thus, postal ballot forms, if any received during the period from March 16, 2020 to March 30, 2020 could not be considered and reported.
- h) The result of electronic voting was unblocked and downloaded on Monday, March 30, 2020 from the CDSL website in presence of two witnesses who are not in the employment of the Company.

- i) All the e-votes casted up to 5.00 P.M. on Monday, March 30, 2020 the last date and time fixed by the Company for the receipts of votes were considered for my Scrutiny.
- j) The particulars of the E-voting Report generated from CDSL have been entered in a Register separately maintained for the purpose.
- k) The detailed summary of Result with assent/dissent for the resolution is annexed to the report and is marked as **Annexure – A**.
- l) Based on the aforesaid results, **Special Resolution** as contained in Item No. 1, of the Notice dated February 25, 2020 has been **passed with requisite majority**.

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

**Bhadresh Shah
Proprietor
Membership No. - 23847
C. P No. 15957**

Encl: a/a

Date: March 31, 2020
Place: Mumbai

Annexure A

ITEM NO. 1: Special resolution pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions ,if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for re-appointment of Mr. Adnan Ahmad, (DIN 00046742), as Vice-Chairman and Managing Director of the Company for a period of three years with effect from April 3, 2020 to April 2, 2023.

RESOLUTION REQUIRED: SPECIAL

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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	11772050	11772050	100.0000	11772050	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		11772050	100.0000	11772050	0	100.0000	0.0000	0
Public Institutions	E-Voting	1523818	836660	54.9055	836660	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		836660	54.9055	836660	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	9785930	611774	6.2516	606119	5655	99.0756	0.9244	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		611774	6.2516	606119	5655	99.0756	0.9244	0
Total		23081798	13220484	57.2767	13214829	5655	99.9572	0.0428	0

SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAISNT (%)	RESULT
1.	Special resolution pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions ,if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for re-appointment of Mr. Adnan Ahmad, (DIN 00046742), as Vice-Chairman and Managing Director of the Company for a period of three years with effect from April 3, 2020 to April 2, 2023.	Special Resolution	99.9572	0.0428	Resolution Passed With Requisite Majority