

May 28, 2019

<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 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 E-mail: cmlist@nse.co.in</p>
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Sub.: Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir,

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, enclosing herewith Secretarial Compliance Report for the year ended March 31, 2019 given by M/s. J. R. Ahuja & Co., Practising Company Secretaries.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

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



Ameet Joshi
Company Secretary



Encl.: As above

Secretarial Compliance Report of
Clariant Chemicals (India) Limited
For the Financial Year Ended 31st March, 2019

To
Clariant Chemicals (India) Limited
CIN: L24110MH1956PLC010806
Reliable Tech Park, Gut No 31
Village Elthan, Off Thane Belapur Road
Airoli Navi Mumbai
Thane 400708

I have examined:

- all the documents and records made available to us and explanation provided by M/s Clariant Chemicals (India) Limited ("the listed entity"),
- the submissions/ filings made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- *the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011;
- *the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- *the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014;
- *the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- *the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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- b) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) *the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the client (*Not applicable because company did not carry out the activities covered by the regulations/ guidelines during the audit period.)

Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of these records;
- c) There are no actions taken against the listed entity / its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;

For J R Ahuja & Co.


Jagdish Ahuja
Company Secretary
FCS: 9079, CP 10563



Place: Mumbai

Date: 28th May 2019