

#### March 27, 2021

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

#### Sub.: Result of Postal Ballot – Re-appointment of Independent Directors

Dear Sir / Madam,

We refer to the Notice of Postal Ballot dated February 22, 2021 circulated to all the Shareholders of the Company for seeking their approval for Re-appointment of Mr. Kewal Handa and Mr. Sunirmal Talukdar as Independent Directors of the Company for a second term of 5 consecutive years from April 1, 2021 to March 31, 2026, by means of Postal Ballot / E-voting.

In view of the ongoing Pandemic of COVID-19 and in accordance with the Circular No. 39/2020, dated December 31, 2020 issued by the Ministry of Corporate Affairs (MCA), the Company had sent Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members had taken place only through the remote e-voting system.

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 February 25, 2021 (09:00 a.m.) to March 26, 2021 (05:00 p.m.).

The Scrutinizer has carried out the scrutiny of E-voting received upto 05:00 p.m. on March 26, 2021 and submitted his Report on March 27, 2021. The Scrutinizer's Report dated March 27, 2021 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:

Postal Ballot / including E-voting
55,709
Special Resolutions pursuant to the provisions of Section 149(10) of the
Companies Act, 2013 for re-appointment of Mr. Kewal Handa and
Mr. Sunirmal Talukdar as Independent Directors of the Company for a second
term of consecutive 5 years.



### **Results based on Scrutinizer's Report:**

Item No. 1:

### Re-appointment of Mr. Kewal Handa as an Independent Director of the Company.

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/ [1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/ [2]}*100	% of Votes against on votes polled [7]={[5]/ [2]}*100
D	E-Voting		11772050	100.0000	11772050	0	100.0000	0.0000
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	11772050	0	0.0000	0	0	0.0000	0.0000
Group	Total		11772050	100.0000	11772050	0	100.0000	0.0000
	E-Voting	1017768	863058	84.7991	863058	0	100.0000	0.0000
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		863058	84.7991	863058	0	100.0000	0.0000
	E-Voting		27321	0.2655	22391	4930	81.9553	18.0447
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	10291980	0	0.0000	0	0	0.0000	0.0000
	Total		27321	0.2655	22391	4930	81.9553	18.0447
	Total		12662429	54.8589	12657499	4930	99.9611	0.0389



Item No. 2: Re-appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company.

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/ [1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/ [2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter	E-Voting		11772050	100.0000	11772050	0	100.0000	0.0000
and	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	11772050	0	0.0000	0	0	0.0000	0.0000
Стоир	Total		11772050	100.0000	11772050	0	100.0000	0.0000
	E-Voting	1017768	863058	84.7991	863058	0	100.0000	0.0000
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		863058	84.7991	863058	0	100.0000	0.0000
	E-Voting		27318	0.2654	24711	2607	90.4568	9.5432
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Non Institutions	Postal Ballot	10291980	0	0.0000	0	0	0.0000	0.0000
	Total		27318	0.2654	24711	2607	90.4568	9.5432
	Total	23081798	12662426	54.8589	12659819	2607	99.9794	0.0206

Therefore, the Special Resolutions mentioned in the Notice of Postal Ballot dated February 22, 2021 has been duly passed by the members with requisite majority. The certified copy of the Special Resolutions dated March 27, 2021 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

Amee Joshi Company Secretary

Encl: As above

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Certified true copy of the Special Resolutions passed by the Shareholders of Clariant Chemicals (India) Limited ("the Company") through Postal Ballot on March 27, 2021

#### Item No. 1

#### Re-appointment of Mr. Kewal Handa as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Kewal Handa (DIN 00056826), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from April 1, 2021 to March 31, 2026;

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### Item No. 2

#### Re-appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Sunirmal Talukdar (DIN 00920608), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from April 1, 2021 to March 31, 2026;

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

For Clariant Chemicals (India) Limited

Place: Mumbai Amee Joshi

Date: March 27, 2021 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

#### Re-appointment of Mr. Kewal Handa as an Independent Director of the Company.

The Members of the Company at their 59th Annual General Meeting of the Company held on August 12, 2016, had approved the appointment of Mr. Kewal Handa (DIN: 00056826) as an Independent Director of the Company for a period of five years from April 1, 2016 to March 31, 2021, pursuant to provisions of Section 149 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The term of Mr. Kewal Handa as an Independent Director will expire on March 31, 2021. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a special resolution by the members of the Company. Mr. Kewal Handa, Non-Executive Independent Director of the Company, being eligible for re-appointment, has given his consent as well as requisite disclosure along with a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Board of Directors, at their meeting held on February 12, 2021, strongly recommended and considered that the continued association of Mr. Kewal Handa as an Independent Director would be of immense benefit to the Company and it is desirable to continue to avail his expert services.

The Company has received notice in writing from one of the Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Mr. Kewal Handa for the office of Independent Director of the Company. Upon the approval of the Members of the Company on the said resolution, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to Mr. Kewal Handa.

In the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 & Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for re-appointment of Independent Director and he is independent of the management. Brief profile covering the details of his qualification and experience, as required pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, is annexed to this Notice.

The Board of Directors of the Company recommends the passing of the resolution set forth under Item No. 1 as a Special Resolution for re-appointment of Mr. Kewal Handa.

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



#### Item No. 2

#### Re-appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company.

The Members of the Company at their 59th Annual General Meeting of the Company held on August 12, 2016, had approved the appointment of Mr. Sunirmal Talukdar (DIN: 00920608) as an Independent Director of the Company for a period of five years from April 1, 2016 to March 31, 2021, pursuant to provisions of Section 149 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The term of Mr. Sunirmal Talukdar as an Independent Director will expire on March 31, 2021. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a special resolution by the members of the Company. Mr. Sunirmal Talukdar, Non-Executive Independent Director of the Company, being eligible for re-appointment, has given his consent as well as requisite disclosure along with a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Board of Directors, at their meeting held on February 12, 2021, strongly recommended and considered that the continued association of Mr. Sunirmal Talukdar as an Independent Director would be of immense benefit to the Company and it is desirable to continue to avail his expert services.

The Company has received notice in writing from one of the Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Mr. Sunirmal Talukdar for the office of Independent Director of the Company. Upon the approval of the Members of the Company on the said resolution, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to Mr. Sunirmal Talukdar.

In the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 & Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for re-appointment of Independent Director and he is independent of the management. Brief profile covering the details of his qualification and experience, as required pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, is annexed to this Notice.

The Board of Directors of the Company recommends the passing of the resolution set forth under Item No. 2 as a Special Resolution for re-appointment of Mr. Sunirmal Talukdar.

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



Particulars of Directors to be Re-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 Institute of Company Secretaries of India.

Name of Director	Mr. Kewal Handa	Mr. Sunirmal Talukdar
Type	Independent Director – Chairman	Independent Director
Date of Birth	August 22, 1952	December 6, 1951
Date of appointment in current term	August 12, 2016	August 12, 2016
Qualification	Company Secretary, Cost Accountant and Master of Commerce	Chartered Accountant & Bachelor of Science
No. of Equity Shares held	NIL	NIL
Expertise in Specific Functional area	Finance, Commercial Strategy & Business Development	Finance Expert, Core Competencies in M&A, Treasury, IT Integration, Secretarial, Risk Management
Directorship held in other Listed Companies	R M Drip & Sprinklers Systems Limited Borosil Limited Mukta Arts Limited Greaves Cotton Limited	Aditya Birla Fashion & Retail Limited India Carbon Limited Titagarh Wagons Limited Sasken Technologies Limited
Particulars of Committee Chairmanship / Membership held in other Listed Companies	R M Drip & Sprinklers Systems Limited Chairperson – Stakeholder's Relationship Committee Borosil Limited Member – Audit Committee Mukta Arts Limited Chairperson – Audit Committee Chairperson – Stakeholder's Relationship Committee Greaves Cotton Limited Chairperson – Audit Committee	Aditya Birla Fashion & Retail Limited Chairperson – Audit Committee India Carbon Limited Chairperson – Audit Committee Titagarh Wagons Limited Member – Audit Committee Sasken Technologies Limited Chairperson – Audit Committee
Relationship with other directors inter - se	None	None

**Note:** Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

For Clariant Chemicals (India) Limited

Place: Mumbai Amee Joshi

Date: March 27, 2021 Company Secretary

# BHADRESH SHAH & ASSOCIATES PRACTICING COMPANY SECRETARY

M: 9920440720 E: <u>csbhadreshshah@gmail.com</u> 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 110 and Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 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

Dear Sir,

# Re: <u>Scrutinizer's Report on voting through Postal Ballot pursuant to Section 110 of Companies Act</u>, 2013.

- I, Bhadresh B. Shah, proprietor of M/s Bhadresh Shah and Associates, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Clariant Chemicals (India) Limited (hereinafter referred to as the "Company") for the purpose of scrutinizing the voting done by Members of the Company through Postal Ballot on resolutions as mentioned in Annexure — 'A'.
- 2. The said appointment as Scrutinizer is under the provisions of Section 110 of Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in consonance of Circular No. 39 dated December 31, 2020 issued by Ministry of Corporate Affairs ('MCA') (hereinafter referred to as 'MCA Circular') and any other applicable provision of the Act.

## Management Responsibility

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot on the resolution contained in the Postal Ballot Notice.

## **Scrutinizer Responsibility**

4. My responsibility as the scrutinizer for the voting through Postal Ballot is restricted to make this Scrutinizer's Report for the votes cast "in favour" or "against" the resolutions,



based on the reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facilities and engaged by the Company.

## I submit my report as under:

- a) The Company had completed the dispatch of Postal Ballot Notice (containing voting instructions) dated February 22, 2021, via E-mail to its members, whose name appeared on register of Members/list of beneficiaries as on February 19, 2021 (Cut-off date) on February 25, 2021 and had their E-mail Ids registered in accordance with the provisions of the Act and relevant MCA circulars.
- b) The Company had issued Public Notice regarding the completion of dispatch of Postal Ballot Notice, in Business Standard (English Newspaper) and in Mumbai Lakshadeep (Regional Language Newspaper) on February 26, 2021.
- C) The Members whose names appeared in Register of Members either through National Securities Depository Limited and Central Depository Services (India) Limited as on the cut – off date i.e. February 19, 2021 were entitled to vote on the proposed resolutions as set out in the Postal Ballot Notice dated February 22, 2021.
- d) The Company had availed the services of Central Depository Services (India) Limited ("CDSL") to provide e- voting facilities to the Members of the Company.
- e) The e-Voting period commenced on February 25, 2021 at 09:00 a.m. and ended on March 26, 2021 at 05:00 p.m.
- f) All the e-votes casted up to 5.00 P.M. on March 26, 2021, the last date and time fixed by the Company for the receipts of votes were considered for my Scrutiny.
- g) After the closure of e-voting period, the result of electronic voting was unblocked and downloaded in presence of two witnesses, who are not in the employment of the Company.
- h) Since the resolutions were to be passed only by e-voting, no postal Ballot Forms were received in physical form.
- The relevant records will be handed over to the Company Secretary for safe keeping.
- j) A soft copy containing a list of members who voted "FOR', ÄGAINST" and those whose votes were declared invalid for each resolution is sent separately to the Company.
- k) The Particulars of all Votes casted by way of E-voting via Report generated from CDSL have been entered in a Register separately maintained for the purpose.



- The detailed summary of Result with assent/dissent for the resolutions is annexed herewith to the report and is marked as **Annexure – A**.
- m) Since the votes cast FOR the Resolutions exceed number of votes cast AGAINST the Resolutions by requisite majority as per attached **Annexure A**, all the Resolutions are considered to be duly passed with **requisite majority**.
- You are requested to declare the Voting Results as per attached Annexure to the Members of the Company.

For Bhadresh Shah and Associates Practicing Company Secretary

Bhadresh Shah Proprietor

Membership No. -

C. P No. 15957

Encl: a/a

Date: March 27, 2021

Place: MumbaiUDIN: A023847B004156921

### Annexure 'A'

				Aime	ule A							
Resolution I (Special)			1 - Re-appointment of Mr. Kewal Handa as an Independent Director of the Company.									
Whether progroup are in agenda/res	nterestec	in the	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 [7]={[5]/[2]}*100				
	_	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[/]-{[3]/[2], 200				
Promoter	E- Voting		11772050	100.0000	11772050	0	100.0000	0.0000				
and	Poll		0	0.0000	0	0	0.0000	0.0000				
Promoter Group	Postal Ballot	11772050			·o	0	0.0000	0.0000				
	Total		0 <b>11772050</b>	0.0000 <b>100.000</b>	11772050	0	100.0000	0.0000				
	E- Voting				863058	0	100.0000	0.0000				
Public	Poll		863058	84.7991	863038	0	0.0000	0.0000				
Institutions	Postal	1017768	0	0.0000	U	·		0.0000				
	Ballot		0	0.0000	0	0	0.0000	0.0000				
	Total		863058	84.7991	863058	0	100.0000	0.0000				
Public Non Institutions	E- Voting		27321	0.2655	22391	4930	81.9553	18.0447				
	Poll		0	0.0000	0	0	0.0000	0.0000				
	Postal	10291980			0	0	0.0000	0.0000				
	Ballot	-	0	0.0000	22391	4930	81.9553	18.0447				
Total	Total	23081798	27321 12662429	0.2655 54.8589	12657499	4930	99.9611	0.0389				



#### Resolution Required: (Special) 2 - Re-appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company. Whether promoter/ promoter group are interested in the agenda/resolution? No Category Mode of Voting No. of % of Votes in No. of No. of % of Votes Polled No. of shares % of Votes against favour on votes votes Votes -Votes – in on outstanding on votes polled held polled polled Against shares favour [7]={[5]/[2]}\*100 [6]={[4]/[2]}\*100 [1] [2] [5] [3]={[2]/[1]}\*100 [4] E-0.0000 Promoter Voting 100.0000 11772050 0 100.0000 11772050 and 0.0000 Poll 0.0000 0 0 0 0.0000 11772050 Promoter Postal 0.0000 Group **Ballot** 0.0000 0 0 0 0.0000 0.0000 Total 100.0000 11772050 0 100.0000 11772050 E-0.0000 100.0000 Voting 863058 0 863058 84.7991 **Public** 0.0000 0.0000 Poll 0 0 0 0.0000 1017768 Institutions Postal 0.0000 Ballot 0.0000 0 0 0 0.0000 0.0000 100.0000 **Total** 0 863058 863058 84.7991 E-9.5432 90.4568 Voting 2607 27318 0.2654 24711 0.0000 Public Non 0.0000 Poll 0 0 0.0000 0 10291980 Institutions Postal 0.0000 0.0000 Ballot 0 0 0.0000 9.5432 90.4568 2607 **Total** 24711 27318 0.2654 0.0206 99.9794 Total 2607 23081798 12662426 54.8589 12659819

SHAH &

## **SUMMARY**

SR. NO.	RESOLUTION	TYPE OF RESOLUTION		AGAISNT (%)	RESULT			
1.	Re-appointment of Mr. Kewal Handa as an Independent Director of the Company.	Special Resolution	99.9611	0.0389	Resolution Majority	Passed	With	Requisite
2.	Re-appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company.	Special Resolution	99.9794	0.0206	Resolution Majority	Passed	With	Requisite

