

September 6, 2019

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

Dear Sir / Madam,

We enclose herewith Notice of Postal Ballot dated August 30, 2019 issued to all the shareholders of the Company for seeking their approval for appointment of Mr. Sanjay Ghadge as Director Finance & Chief Financial Officer of the Company for a period of 3 years from August 8, 2019 to August 7, 2022. The Company has completed the dispatch of Postal Ballot Notice to all shareholders of the Company on September 6, 2019.

Kindly take the Postal Ballot Notice on record and acknowledge the receipt.

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

  
**Ameet Joshi**  
Company Secretary



Encl.: As above

# CLARIANT CHEMICALS (INDIA) LIMITED

CIN:L24110MH1956PLC010806

Registered Office: Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane-Belapur Road, Airoli, Navi Mumbai - 400 708

Tel.: 022 7125 1000; Fax: 022 7125 1201; Website:[www.clariant.com](http://www.clariant.com); E-mail:[investor.relations\\_india@clariant.com](mailto:investor.relations_india@clariant.com)

## NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS

### Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (the "Companies Act"), read with the Companies (Management and Administration) Rules, 2014, as amended (the "Rules") containing the procedure to be followed for conducting business through Postal Ballot, for the consent of the Members of Clariant Chemicals (India) Limited (hereinafter referred to as the "Company" or "CCIL ") for the proposed Special Resolution set out below, which is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Board of Directors at their meeting held on August 8, 2019 have, subject to the approval of the members of the Company by way of Special Resolution and subject to such necessary approval of such authorities as may be required, approved the appointment of Mr. Sanjay Ghadge (DIN: 08455742) as the Director Finance & Chief Financial Officer of the Company for a period of 3 years from August 8, 2019 to August 7, 2022. Therefore, pursuant to the provisions of Section 110 of the Companies Act read with the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members for the aforesaid proposal is sought to be obtained by Postal Ballot / E-Voting ("Postal Ballot"). An explanatory statement pursuant to Section 102 of the Companies Act pertaining to the resolution setting out all material facts and the reasons therefore, along with the postal ballot form, is enclosed for your consideration.

The members are requested to consider and, if thought fit, pass the following Business item:

### SPECIAL BUSINESS

#### Appointment of Mr. Sanjay Ghadge (DIN: 08455742) as the Director Finance & Chief Financial Officer 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 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 appointment of Mr. Sanjay Ghadge (DIN: 08455742) as Director Finance & Chief Financial Officer of the Company for a period of three years from August 8, 2019 to August 7, 2022 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 is hereby authorised to increase, alter, modify or change the terms and remuneration including benefits and perquisites payable to Mr. Sanjay Ghadge within the overall limit of ₹ 4.5 Crore 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 do all such other incidental acts in this regard."

By order of the Board  
For Clariant Chemicals (India) Limited

Date : August 30, 2019  
Place: Navi Mumbai

Amee Joshi  
Company Secretary  
ACS 22502

### Notes:

- 1) Explanatory statement pursuant to applicable provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act setting out the material facts pertaining to the resolution are annexed hereto along with a postal ballot form for your consideration.
- 2) The postal ballot notice is being sent to all the members whose names would appear in the Register of Members as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited on August 23, 2019.
- 3) The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the equity shareholders and it bears the address to which the duly completed Postal Ballot Form is to be sent.
- 4) The equity shareholders are requested to read carefully the instructions printed on the reverse of the postal ballot form and return the duly completed and signed postal ballot form (original) in the attached self addressed, pre-paid postage envelopes so as to reach the scrutinizer on or before the **close of the working hours at 05:00 p.m. on October 5, 2019.**
- 5) The Board of Directors of the Company has appointed Mr. Bhadrash Shah, Proprietor of Bhadrash Shah & Associates, Company Secretaries (COP 15957, FCS 23847), as the scrutinizer for conducting postal ballot process in a fair and transparent manner. After completion of his scrutiny of postal ballot forms, he will submit his report to the Chairman and in his absence to the Vice-Chairman & Managing Director 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 on October 7, 2019. Members who wish to be present at the venue at the time of declaration of the results are welcome to do so. The resolution shall be deemed to be passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority. The results will be displayed at the registered office of the Company and will also be published in newspapers and communicated to BSE and NSE, where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: [www.clariant.com](http://www.clariant.com).
- 6) The Company is pleased to offer E-Voting facility as an alternate for its equity shareholders to enable them to cast their votes electronically instead of dispatching postal ballot forms. The equity shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The equity shareholders have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the equity shareholders can opt for only one of the two modes of voting i.e. either through postal ballot form or e-voting. If you are opting for e-voting, then do not vote through postal ballot form and vice versa.
- 7) A copy of all the documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 10.00 am to 5.00 pm up to the date of declaration of the results of the postal ballot.

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

### Item No. 1

Mr. Sanjay Ghadge (DIN: 08455742) is acting as the Chief Financial Officer (CFO) of the Company since May 20, 2016. Considering his immense contribution and pivotal role played in total success of the Company during his tenure as the CFO, and in continuous endeavor of optimizing the composition of Board to facilitate effective decision making and better strategic control, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on August 8, 2019, have approved the appointment of Mr. Sanjay Ghadge as an Additional Director and later as Director Finance and Chief Financial Officer for a period of 3 years from August 8, 2019 to August 7, 2022, subject to approval of the shareholders.

The terms and conditions for appointment of Mr. Sanjay Ghadge are given below:

#### A. Salary Remuneration, perquisites and benefits:

- (i) **Basic Salary** : Upto ₹ 11,50,000/- (Rupees Eleven Lakh Fifty Thousand only) per month.
- (ii) **Hardship Allowance** : Upto ₹ 2,00,000/- (Rupees Two Lakh only) per month.
- (iii) **Home Leave Allowance** : Upto ₹ 1,30,000/- (Rupees One Lakh Thirty Thousand only) month.
- (iv) **Contribution to Provident Fund** : 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.
- (v) **Bank Charges & Professional Tax** : Upto ₹ 6,100/- (Rupees Six Thousand One Hundred only) per month.
- (vi) **Iphone Allowance** : Upto ₹ 3,500/- (Rupees Three Thousand Five Hundred only) per month.
- (vii) **Other Payments (Estimated)** : Upto ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month.
- (viii) **Target Bonus**: Target Bonus upto ₹ 53,05,030/- (Rupees Fifty Three Lakh Five Thousand and Thirty only) payable annually as per the Company Scheme.
- (ix) **Sitting Fees** : Mr. Sanjay Ghadge shall not be paid sitting fees for attending the meeting of the Board of Directors of the Company or any Committee thereof.
- (x) **Perquisites and Benefits** :
  - a. **Housing** :

Suitable residential accommodation, or service apartment in a hotel, free of cost with all facilities, amenities, services and furnishings (including gas, electricity, water, utilities, etc.), subject to maximum lease rent/expenditure amount of ₹ 4,20,000/- per month (that is a maximum of ₹ 50,40,000/- in any period of twelve months). In case the Company provided accommodation is not opted at any time, house rent allowance of a sum not exceeding ₹ 4,20,000/- (Rupees Four Lakh Twenty Thousand only) per month.
  - b. **Tuition Fees** : Upto ₹ 58,333/- (Rupees Fifty Eight Thousand Three Hundred and Thirty Three only) per month.
  - c. **Share Based Payments**: Upto ₹ 1,66,667/- (Rupees One Lakh Sixty Six Thousand Six Hundred Sixty Seven only) per month.
  - d. **School Fees**: Upto ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month.
  - e. **Income Tax on Non Monetary Benefits**: Upto ₹ 2,62,600/- (Rupees Two Lakhs Sixty Two Thousand Six Hundred only) per month.
  - f. **Annual Leave** :

Leave of 30 working days on full pay and allowances, for every twelve months of service subject to that the accumulated leave shall be encashed as per the Company Policy.
  - g. **Company maintained Car, Driver & Telephone**:

Provision of a car with driver for use on Company's business. Use of car for private and personal purposes shall be billed by the Company to Mr. Sanjay Ghadge.

In case the Company is not able to provide a driver, the expenses for engaging a driver will be reimbursed as per the Company's rules.
  - h. **Income Tax on non-monetary perquisites**:

Income tax on non-monetary perquisites like accommodation, car, club fees etc. will be borne by the Company.
  - i. **Entertainment Expenses**:

Reimbursement of entertainment expenses actually and properly incurred in the course of the business of the Company subject to such annual limits as 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 the 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. Sanjay Ghadge 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 and an application will be made by the Company for the payment of abovementioned remuneration to Mr. Sanjay Ghadge as minimum remuneration.
- (ii) **Not to engage in other employment**:

Mr. Sanjay Ghadge 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. Sanjay Ghadge 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 at any time during the tenure of the appointment as Director Finance, Mr. Sanjay Ghadge ceases to be in the whole-time employment of the Company for any reason whatsoever, he shall also cease to be a Director of the Company. Provided however, in the event of Mr. Sanjay Ghadge ceasing to be in whole time employment of the Company on account of transfer of his employment to an affiliate Company, then, he shall continue to be on the Board of Directors of the Company in the capacity as a Non-Executive Director of the Company without any remuneration.

(vi) **Governing laws, jurisdiction and entire understanding:**

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

**The Statement containing information as required under Schedule V of the Companies Act, 2013 is given below :**

**I. General Information :**

(1) Nature of Industry :

The Company is engaged in the business of manufacture and marketing of Pigments and Colors and Dyes and Specialty Chemicals.

(2) Date or expected date of commencement of commercial production: The Company is in operation since December 27, 1956.

(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(4) Financial Performance based on given indicators:

Particulars	₹ In Lakhs	
	FY 2018-19	FY 2017-18
Net sales	101,247.22	101,671.68
Profit before exceptional items & tax	3,014.48	3,341.40
Add : Exceptional items	-	-
Profit before tax	3,014.48	3,341.40
Less: Tax expenses (incl. deferred tax )	1,158.48	1,181.33
Profit after tax	1,856.00	2,160.07

(5) Foreign Investments or collaborations, if any: Not Applicable

**II. Information about the appointee:**

(1) Background details:

Mr. Sanjay Ghadge is a Master Black Belt in Lean Six Sigma and holds Masters of Commerce degree with specialization in Finance and Costing. He also holds Administration (Materials and Marketing) and Diploma in Export and Import.

(2) Past Remuneration:

During the Financial year ended March 31, 2019, a sum of ₹ 335.41 Lakh was paid as remuneration to Mr. Sanjay Ghadge as Chief Financial Officer.

(3) Job profile and his suitability:

- Mr. Sanjay Ghadge is associated with Clariant since 2002. After first 2 years of joining the Company, he moved to Switzerland, Clariant Headquarters, for a project in Supply Chain. He held multifold position such as Head of Procurement Excellence, Head of Lean Service Operations, Deployment Leader and Master Black Belt in Clariant.
- Mr. Sanjay Ghadge was appointed as Head of Finance Services, India w.e.f. March 1, 2016 and as Chief Financial Officer of the Company with effect from May 20, 2016.
- Considering huge contributions and pivotal role played by Mr. Sanjay Ghadge in total success and growth of the Company during his tenure as the Chief Financial Officer, the Nomination and Remuneration Committee and the Board of Directors of the Company identified that it would be of immense benefit for the Company to appoint Mr. Sanjay Ghadge as the Director Finance of the Company and that he suits best for this designation.

(4) Remuneration Proposed:

As provided in Explanatory statement for Postal Ballot of the Notice.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile, knowledge, skills and responsibility shouldered by Mr. Sanjay Ghadge, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel, if any: None

**III. Other Information:**

(1) Reason for Loss: Not applicable

The Company reported a Profit Before Tax of ₹ 3,014 Lakh for the Financial year ended March 31, 2019.

(2) Steps taken or proposed to be taken for improvement:

Steps were taken to focus on Clariant's drive for sustainable growth in all markets through focused strategic approach, optimal cost management & introducing innovative products.

(3) Expected increase in productivity and profits in measurable terms:

Even though it is challenging to quantify exact number, excellence in execution, focused strategic approach, optimal cost management & innovative products & likely to yield better results for the Company in the future.

The Company has received from Mr. Sanjay Ghadge his consent letter and declaration that he is not disqualified to be appointed as the Director of the Company.

Notice, as required, under Section 160 of the Companies Act, 2013, have been received from one of the member proposing the candidature of Mr. Sanjay Ghadge as Director Finance and Chief Financial Officer of the Company.

A copy of the draft agreement to be executed between the Company and Mr. Sanjay Ghadge setting out the terms and conditions of his appointment will be available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) during working hours.

The Board of Directors recommend passing of Special Resolution as set out in the accompanying notice. None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Sanjay Ghadge and / or his relatives, are interested and / or concerned in passing of the resolution.

**Particulars of Director to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II on Annual General Meeting issued by Institute of Company Secretaries of India (ICSI).**

Name of Director	Mr. Sanjay Ghadge (DIN: 08455742)
Type	Director Finance & Chief Financial Officer
Date of Birth	July 08, 1968
Qualification	Mr. Sanjay Ghadge is a Master Black Belt in Lean Six Sigma and holds degree of Master's of Commerce and Diploma in Business Administration and Diploma in Export and Import.
No. of Equity Shares held	NIL
Expertise in Specific Functional area	Specialization in Finance, Taxation, Treasury and Costing functions.
Directorship held in other Listed Companies	NIL
Particulars of Committee Chairmanship / Membership held in other Listed Companies	NIL
Number of Board meetings attended during the year	Four Board meetings were attended by Mr. Sanjay Ghadge as invitee in capacity of Chief Financial Officer of the Company.
Relationship with other Directors and other KMPs inter-se	None

By order of the Board  
For Clariant Chemicals (India) Limited

Date : August 30, 2019  
Place: Navi Mumbai

Amees Joshi  
Company Secretary  
ACS 22502

# CLARIANT CHEMICALS (INDIA) LIMITED

CIN:L24110MH1956PLC010806

Registered Office: Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane-Belapur Road, Airoli, Navi Mumbai - 400 708

Tel.: 022 7125 1000; Fax: 022 7125 1201; Website:[www.clariant.com](http://www.clariant.com); E-mail:[investor.relations\\_india@clariant.com](mailto:investor.relations_india@clariant.com)

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.

1. Name and Registered Address of the Sole/First Named Shareholder (in block letters) :
  
2. Name(s) of the Joint holder (s), If any (in block letters) :
  
3. Registered Folio No./DP ID No./ Client ID No.\* (\*Applicable to investors holding shares in dematerialized form) :
  
4. Number of equity shares held :
  
5. I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for business as stated in the Notice of the Company dated August 30, 2019 by conveying my/our assent or dissent to the said resolution by placing the tick in the appropriate box below:

Resolution No.	Description	No. of Equity shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution pursuant to the provisions of 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 appointment of Mr. Sanjay Ghadge, (DIN 08455742), as Director Finance & Chief Financial Officer of the Company for a period of three years with effect from August 8, 2019 to August 7, 2022.			

Place:

Date:

(Signature of the Equity Shareholder)

Notes:

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **Close of working hours at 5.00 p.m. on October 5, 2019.**
2. For e-voting, please refer the instructions appended herewith.

### Following Particulars to be used only in case Member opts for e-voting

#### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.
190829079		

**Note: Please read carefully the instructions printed overleaf before exercising your vote.**

## INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self-addressed postage prepaid envelope / business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company in respect of held in the physical form or furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) to the Company, in respect of shares held in the dematerialized form. Ballot Form will be rejected.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authority together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
5. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach the scrutinizer not later than the close of working hours at 05:00 p.m. on October 5, 2019. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
8. Votes will be considered invalid on the following grounds:
  - if the member's signature does not tally.
  - if the member has marked all his shares both in favour and also against the respective resolution.
  - if the Postal Ballot Form is unsigned.
  - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
  - if the information filled in the form is incomplete.
9. Duplicate copy of the Postal Ballot Form can be obtained on written request from Link Intime India Private Limited, the Registrar and Share Transfer Agents from their office at C101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above. Members can download the postal ballot form from the link <http://www.clariant.com>.
10. The scrutinizer will submit his report to the Chairman or in his absence to the Vice-Chairman & Managing Director of the Company after completion of the scrutiny of Postal Ballot Forms and the results of the postal ballot will be announced by the Chairman or in his absence by the Vice-Chairman & Managing Director.
11. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

### THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

1. The voting period begins on September 6, 2019 (09:00 a.m.) to October 5, 2019 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or indematerialized form, as on the cut-off date (record date) August 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
3. Click on Shareholders / Members.
4. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)</li> </ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for "Clariant Chemicals (India) Limited" on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
19. **Note for Non – Individual Shareholders and Custodians**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).