

BHADRESH SHAH & ASSOCIATES

PRACTICING COMPANY SECRETARY

M: 9920440720 / 7045794455

E: csbhadreshshah@gmail.com

Office Address:

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

To,

Mr. Kewal Handa

The Chairman of 62nd Annual General Meeting (AGM) of Clariant Chemicals (India) Limited held on Thursday, the 8th August, 2019 at 4.00 p.m. at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane Belapur Road, Airoli, Navi Mumbai - 400708 .

Dear Sir,

Re: Consolidated Scrutinizer's Report on voting through remote e-voting and Poll conducted at the Annual General Meeting of Clariant Chemicals (India) Limited held on Thursday, 8th August, 2019 at 04:00 p.m.

- A. I, Bhadresh Shah, Proprietor of M/s. Bhadresh Shah & Associates, Practicing Company Secretary, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 16th May, 2019 to conduct the following:
- (i) To scrutinize the Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) To scrutinize the Physical Poll forms received at the AGM from the shareholders of the Company under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.
- B. The Company had availed the remote e-voting facility provided by Central Depository Services Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 5th August, 2019 at 9.00 a.m. and ended on Wednesday, 7th August, 2019 at 5.00 p.m. and the CDSL remote e-voting platform was unblocked thereafter on 8th August 2019 post completion of Annual General Meeting.
- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and the votes cast there under were counted.
- D. The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

- E. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited e-voting system and the poll forms received respectively.
- F. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- G. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
- H. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- I. The attendance details for the 62nd Annual General Meeting are as follows:

Date of the AGM : 8 th August 2019
Total number of shareholders on record date: 1st August 2019 – No. of Shareholders – 39,122 (Thirty Nine Thousand One Hundred and Twenty Two)
No. of shareholders present in the meeting either in person or through proxy: 45 Promoters and Promoter Group: 2 Public: 43

- J. The consolidated report of voting on the respective resolutions is annexed herewith and marked as '**Annexure I**' to this report.

Thanking You,
Yours faithfully,
For **Bhadresh Shah & Associates**
Practicing Company Secretary

Bhadresh Shah
Proprietor
COP No. **15957**

Date: 8th August, 2019
Place: Navi Mumbai

ANNEXURE I

Resolution no. 1 – Adoption of Financial Statements for the year ended March 31, 2019								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public-Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410565	88	99.9938	0.0062
	Poll		2658	0.0259	2658	0	100.0000	0.0000
	Total		1413311	13.7865	1413223	88	99.9938	0.0062
Total		23081798	13553239	58.7183	13553151	88	99.9994	0.0006

*No of votes polled does not include 'no. of votes invalid'.

Resolution no. 2 – Confirm the declaration and payment of Interim Dividend and to declare Final Dividend for the year ended March 31, 2019.								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public-Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410565	88	99.9938	0.0062
	Poll		2658	0.0259	2658	0	100.0000	0.0000
	Total		1413311	13.7865	1413223	88	99.9938	0.0062
Total		23081798	13553239	58.7183	13553151	88	99.9994	0.0006

*No of votes polled does not include 'no. of votes invalid'.

Resolution no. 3 – Re-appointment of Mr Alfred Muench (DIN: 03092351) as a Director.								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public-Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410515	138	99.9902	0.0098
	Poll		2658	0.0259	2558	100	96.2378	3.7622
	Total		1413311	13.7865	1413073	238	99.9832	0.0168
Total		23081798	13553239	58.7183	13553001	238	99.9982	0.0018

*No of votes polled does not include 'no. of votes invalid'.

Resolution no. 4 – Re-appointment of M/s Price Waterhouse Chartered Accountants LLP, as Statutory Auditors of the Company.								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public- Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410265	388	99.9725	0.0275
	Poll		2658	0.0259	2558	100	96.2378	3.7622
	Total		1413311	13.7865	1412823	488	99.9655	0.0345
Total		23081798	13553239	58.7183	13552751	488	99.9964	0.0036

*No of votes polled does not include 'no. of votes invalid'.

Resolution No. 5 – Re-appointment of Dr. (Mrs.) Indu Shahani (DIN: 00112289) as an Independent Director.								
Resolution required: Special								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public-Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410265	388	99.9725	0.0275
	Poll		2586	0.0252	2486	100	96.1330	3.8670
	Total		1413239	13.7858	1412751	488	99.9655	0.0345
Total		23081798	13553167	58.7180	13552679	488	99.9964	0.0036

*No of votes polled does not include 'no. of votes invalid'.

Resolution No. 6 – Appointment of Mr. Thomas Wenger (DIN: 08350960) as a Director.								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public-Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410515	138	99.9902	0.0098
	Poll		2608	0.0254	2508	100	96.1656	3.8344
	Total		1413261	13.7860	1413023	238	99.9832	0.0168
Total		23081798	13553189	58.7181	13552951	238	99.9982	0.0018

*No of votes polled does not include 'no. of votes invalid'.

Resolution No. 7 - Approval of Material Related Party Transactions.								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410653	13.7606	1410545	108	99.9923	0.0077
	Poll		2658	0.0259	2558	100	96.2378	3.7622
	Total		1413311	13.7865	1413103	208	99.9853	0.0147
Total		23081798	1781189	7.7169	1780981	208	99.9883	0.0117

*No of votes polled does not include 'no. of votes invalid'.

Resolution no. 8 – Ratification of the remuneration payable to the Cost Auditor for the Financial Year 2019 - 20.								
Resolution required: Ordinary								
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 and Promoter Group	E-Voting	11772050	0	0.0000	0	0	0.0000	0.0000
	Poll		11772050	100.0000	11772050	0	100.0000	0.0000
	Total		11772050	100.0000	11772050	0	100.0000	0.0000
Public- Institutions	E-Voting	1058361	367878	34.7592	367878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		367878	34.7592	367878	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10251387	1410648	13.7606	1410545	103	99.9927	0.0073
	Poll		2656	0.0259	2556	100	96.2349	3.7651
	Total		1413304	13.7865	1413101	203	99.9856	0.0144
Total		23081798	13553232	58.7183	13553029	203	99.9985	0.0015

*No of votes polled does not include 'no. of votes invalid'.