

CLARIANT CHEMICALS (INDIA) LIMITED**CIN: L24110MH1956PLC010806****Registered Office:** Reliable Tech Park, Gut No. 31, Village Elthan, Airoli, off Thane-Belapur Road,
Navi Mumbai- 400708, Maharashtra, India.**Tel.:** 022 7125 1000 ; **Fax:** 022 7125 1201**Website:** www.clariant.com, **E-mail:** 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”), read with Circular No. 39/2020, dated December 31, 2020 issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as “the MCA Circular”) 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 Resolutions** set out below, which is sought to be obtained by means of Postal Ballot/E-Voting. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA, by way of Circulars, has advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in view of the ongoing pandemic of COVID-19 and in accordance with the MCA Circulars, the Company will send 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 will only take place through the remote e-voting system.

Hence, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the Shareholders for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors at their meeting held on February 12, 2021 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 re-appointment of Mr. Kewal Handa and Mr. Sunirmal Talukdar as the Independent Directors of the Company for a second term of five consecutive years, effective from April 1, 2021 to March 31, 2026. An explanatory statement pursuant to Section 102 of the Companies Act pertaining to the resolutions 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 resolutions:

Special Resolution:**Item No. 1****Re-appointment of Mr. Kewal Handa as an Independent Director 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 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.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“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.”

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

Date: February 22, 2021
Place: 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 and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts pertaining to the resolutions are annexed hereto along with the instructions of E-Voting for your consideration.
2. In view of the ongoing pandemic of COVID 19 and in accordance of the provisions of MCA Circulars dated April 08, 2020, April 13, 2020 and December 31, 2020, the Company has sent this Postal Ballot Notice only through email to all the Members, whose names appear in the Register of Members as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on February 19, 2021 (cut-off date) and who have registered their email addresses with the Company/Depository Participant (DP) and/or Registrar and Transfer Agent (RTA), i.e. Link Intime India Pvt. Ltd.
3. Members who have not registered their e-mail address and/or Bank Account details are requested to register the same with the Depository through their Depository Participant(s) in respect of shares held in electronic form and in respect of shares held in physical form, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail address along with the copy of the cheque leaf with the first shareholders' name imprinted in the face of the cheque leaf containing Bank Name and Branch, type of Account, Bank Account Number, MICR details and IFSC code in PDF or JPEG format.
On submission of the shareholders' details an OTP will be received by the shareholder which needs to be entered in the link for verification.
4. On account of the threat posed by the COVID 19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice through electronic mode only.
5. The electronic dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and one Marathi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated, and would be published on the website of the Company and on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) and also at the website of CDSL (www.evotingindia.com).
6. The Company is pleased to offer E-Voting facility for its equity shareholders to enable them to cast their votes electronically. In accordance of the MCA Circulars, the Postal Ballot Notice is sent to the shareholders through electronic mode only, i.e. via Email and the shareholders have only option to vote by E-voting facility provided by the Company. The equity shareholders are requested to follow the procedure as stated below for casting of votes by E-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 09:00 a.m. on Thursday, February 25, 2021 and ends at 05:00 p.m. on Friday, March 26, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 19, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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)

	- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN of Clariant Chemicals (India) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password, then enter the details as prompted by the system.
- (xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

7. The voting rights of members shall be in proportion to their shares in the total paid up equity share capital of the Company as on February 19, 2021.
8. The Board of Directors of the Company has appointed Bhadresh Shah & Associates, Company Secretaries (COP 15957, ACS 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 or to the Company Secretary 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. 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.
9. A copy of all the documents referred to in the accompanying explanatory statement are open for inspection by any member of the Company through electronic mode. **Members seeking inspection of any such document may send their request to investor.relations_india@clariant.com** up to the date of declaration of the results of the postal ballot.
10. The Special Resolutions passed by members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
11. In case of any query, the member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

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

Item No. 1

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

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	<u>R M Drip & Sprinklers Systems Limited</u> Chairperson – Stakeholder’s Relationship Committee <u>Borosil Limited</u> Member – Audit Committee <u>Mukta Arts Limited</u> Chairperson – Audit Committee Chairperson – Stakeholder’s Relationship Committee <u>Greaves Cotton Limited</u> Chairperson – Audit Committee	<u>Aditya Birla Fashion & Retail Limited</u> Chairperson – Audit Committee <u>India Carbon Limited</u> Chairperson – Audit Committee <u>Titagarh Wagons Limited</u> Member – Audit Committee <u>Sasken Technologies Limited</u> 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.

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

Date: February 22, 2021
Place: Mumbai

Amees Joshi
Company Secretary
ACS 22502