CLARIANT CHEMICALS (INDIA) LTD.

Reliable Tech Park Thane-Belapur Road, Airoli Navi Mumbai 400 708 Maharashtra, India Phone +91 (22) 7125 1000 CIN NO. L24110MH1956PLC010806



October 9, 2019

To,

The Bombay Stock Exchange Limited Corporate Relationship Department

1st Floor, New Trading Ring

Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001

Scrip: 506390

E-mail: corp.relations@bseindia.com

To,

The National Stock Exchange of India Limited

Listing Department, Exchange Plaza, 5<sup>th</sup> floor, Plot No. C/1, G Block,

Bandra-Kurla Complex,

Bandra (E), Mumbai - 400 051

Scrip: CLNINDIA

E-mail: cmlist@nse.co.in

## **Sub.: Result of Postal Ballot**

Dear Sir / Madam,

We refer to the Notice of Postal Ballot dated August 30, 2019 circulated 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, by means of Postal Ballot including E-voting.

The Company had appointed Mr. Bhadresh Shah, Proprietor of Bhadresh Shah & Associates, Company Secretaries (COP 15957, FCS 23847) as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The last date for receiving duly filled and signed Postal Ballot forms was close of working hours at 05:00 p.m. on October 5, 2019. The E-voting was kept open from September 6, 2019 (09:00 a.m.) to October 5, 2019 (05:00 p.m.).

The Scrutinizer has carried out the scrutiny of Postal Ballot Forms and E-voting received upto 05:00 p.m. on October 5, 2019 and submitted his Report on October 7, 2019. The Scrutinizer's Report dated October 7, 2019 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:

Mode of Voting	Postal Ballot (including E-voting)
Total number of shareholders as on August 23, 2019 (cut-off date for reckoning the voting rights of the members)	39036
Special Resolution	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.





## Results based on Scrutinizer's Report:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes – in favour	No. of Votes – Agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/ [1]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/ [2]}*100	[8]
Promoter and	E- Voting	11772050	0	0.0000	0	0	0.0000	0.0000	0
Promoter Group	Postal Ballot		11772050	100.000	11772050	0	100.0000	0.0000	0
	Total		11772050	100.000	11772050	0	100.0000	0.0000	0
Public Institutions	E- Voting	865192	175382	20.2709	175382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		175382	20.2709	175382	0	100.0000	0.0000	0
Public Non Institutions	E- Voting	10444556	1432353	13.7139	1430923	1430	99.9002	0.0998	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1432353	13.7139	1430923	1430	99.9002	0.0998	0
Total		23081798	13379785	57.9668	13378355	1430	99.9893	0.0107	0

Therefore, the Special Resolution mentioned in the Notice of Postal Ballot dated August 30, 2019 has been duly passed by the members with requisite majority. The certified copy of the Special Resolution dated October 7, 2019 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

# 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

#### **SCRUTINIZER'S REPORT**

[Pursuant to the section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 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

Subject: Scrutinizer's Report on voting through e-Voting and Postal Ballot Forms pursuant to Section 108 and 110 of Companies Act, 2013.

Dear Sir,

- 1. I was appointed as the Scrutinizer for Postal Ballot and e-Voting of the Clariant Chemicals (India) Limited (hereinafter referred to as the Company) conducted in pursuant to the provisions of Section 108 and 110 of Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot as per the provisions of the Act.
- 2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice. My responsibility as the scrutinizer for the voting process (Postal Ballot Forms and eVoting) is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the voting on Postal Ballot Forms as received from Shareholders and reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facilities and engaged by the Company.

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Residence: B 9/402, Prasanna Vastu Shantinagar CHS Ltd, Sector 6, Near Dena Bank, Shanti Nagar, Mira Road East, Thane - 401107

## 3. I submit my report as under:

- a) The Company completed the dispatch (Physical and Electronic Mode) of Postal Ballot Notices along with Postal Ballot Forms (containing e-voting instructions) along with Postage pre-paid self-addressed Envelopes to its members, whose name appeared on register of Members/list of beneficiaries as on August 23<sup>rd</sup>, 2019 on Friday, September 06<sup>th</sup>, 2019.
- b) The Company had issued Public Notice regarding dispatch of Postal Ballot Notices and Forms in Business Standard (English Newspaper) and in Pratakal (Regional Language Newspaper) on Friday, September 07th, 2019.
- c) The Shareholders holding shares either in physical forms or dematerialized form as on the cut off date i.e. August 23rd, 2019 were entitled to vote on the proposed resolution(s) as set out in the notice of Postal Ballot and e-Voting dated September 06th, 2019.
- d) The Company has availed the services of Central Depository Services (India) Limited ("CDSL") to provide e- voting facilities to the Members of the Company.
- e) The remote e-Voting period commenced from September 6, 2019 (09:00 a.m.) to October 5, 2019 (05:00 p.m.).
- f) All the Envelopes containing Postal Ballot Forms received and e-votes casted up to 5.00 P.M. on Saturday October 05th, 2019, the last date and time fixed by the Company for the receipts of votes/forms were considered for my Scrutiny.
- g) I received total 2 (two) Postal Ballot Forms from the Members of the Company. Both of them were scanned and sent to Link Intime India Private Limited (the Registrar and Share Transfer Agent of the Company) for verification of signatures and other details. Link Intime India Private Limited has confirmed that both the Postal Ballot Forms were found valid. Thus, I have considered both the Postal Ballot Forms as Valid.
- h) I did not find any de-faced or mutilated Ballot paper.
- i) The Postal Ballot Forms received during the voting period were kept under my safe custody and were opened by me as and when received and the same were serially numbered. The result of electronic voting was unblocked and downloaded on Saturday, October 05th, 2019 from the CDSL website in presence of two witnesses namely Mr. Ronak Gala and Mr. Manan Tanna who are not in the employment of the Company.



- The Particulars of all Postal Ballot forms received from the Members in Physical form and E-voting Report generated from CDSL have been entered in a Register separately maintained for the purpose.
- k) The detailed summary of Result with assent/dissent for the resolution is annexed herewith the report and is marked as Annexure A.
- Based on the aforesaid results, **Special Resolution** as contained in Item No. 1, of the Notice dated September 06th, 2019 has been **passed with requisite** majority.

For Bhadresh Shah and Associates
Practicing Company Secretary

Bhadresh Shah Proprietor

Membership No. - 23847

C. P No. 15957

Encl: a/a

## **Annexure A**

ITEM NO. 1: - APPOINTMENT OF MR. SANJAY GHADGE (DIN: 08455742) AS THE DIRECTOR FINANCE & CHIEF FINANCIAL OFFICER OF THE COMPANY

**RESOLUTION REQUIRED: SPECIAL** 

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invali d
	*	[1]	[2]	[3]={[2] /[1]}*10 0	[4]	[5]	[6]={[4]/ [2]}*100	[7]={[5] /[2]}*10 0	[8]
Promoter	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
and Promoter Group	Postal Ballot	11772050	11772050	100.0000	11772050	0	100.0000	0.0000	0
	Total	11772050	11772050	100.0000	11772050	0	100.0000	0.0000	0
Public	E-Voting		175382	20.2709	175382	0	100.0000	0.0000	0
Institutions	Postal Ballot	865192	0	0.0000	0	0	0.0000	0.0000	0
	Total	865192	175382	20.2709	175382	0	100.0000	0.0000	0

Public Non	E-Voting		1432353	13.7139	1430923	1430	99.9002	0.0998	0
Institutions	Postal Ballot	10444556	0	0.0000	0	0	0.0000	0.0000	0
	Total	10444556	1432353	13.7139	1430923	1430	99.9002	0.0998	0
Total		23081798	13379785	57.9668	13378355	1430	99.9893	0.0107	0

## SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAISNT (%)	RESULT
1.	Appointment of Mr. Sanjay Ghadge (DIN: 08455742) as the Director Finance & Chief Financial Officer of the Company		99.9893	0.0107	Resolution Passed With Requisite Majority



CLARIANT CHEMICALS (INDIA) LTD.

Place: Navi Mumbai Date: October 9, 2019 Reliable Tech Park
Thane-Belapur Road, Airoli
Navi Mumbai 400 708
Maharashtra, India
Phone +91 (22) 7125 1000
CIN NO. L24110MH1956PLC010806



Certified true copy of the Special Resolution passed by the Shareholders of Clariant Chemicals (India) Limited ("the Company") through Postal Ballot on October 7, 2019

"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 reenactment(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."

For Clariant Chemicals (India) Limited

Amee Joshi

Company Secretary



Reliable Tech Park Thane-Belapur Road, Airoli Navi Mumbai 400 708 Maharashtra, India Phone +91 (22) 7125 1000 CIN NO. L24110MH1956PLC010806



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

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 the Industry

The Company is engaged in the business of manufacture and marketing of Pigments and colors and Dyes and Specialties 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:

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Particulars	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



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:

- i. 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.
- ii. 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.
- iii. 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 members 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)
Туре	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	Four Board meetings were attended by Mr. Sanjay Ghadge as
attended during the year	invitee in capacity of Chief Financial Officer of the Company.
Relationship with other Directors and other KMPs inter-se	None

Place: Navi Mumbai

Date: October 9, 2019

For Clariant Chemicals (India) Limited

Amee Joshi

Company Secretary