

July 17, 2017

<p><b>BSE Limited</b> Corporate Relationship Department 1<sup>st</sup> Floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001</p> <p>Scrip: 506390 E-mail: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></p>	<p><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</p> <p>Scrip: CLNINDIA E-mail: <a href="mailto:cmllist@nse.co.in">cmllist@nse.co.in</a></p>
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**Sub.: Notice of the 60<sup>th</sup> AGM to be held on August 11, 2017**

Dear Sir,

This is to inform you that the 60<sup>th</sup> Annual General Meeting of the members of Clariant Chemicals (India) Limited will be held at 4:00 p.m. on Friday, August 11, 2017, at Registered Office of the Company situated at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane Belapur Road, Airoli, Navi Mumbai – 400708.

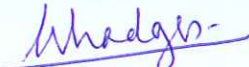
The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 5, 2017 to Friday, August 11, 2017 (Both Days Inclusive).

The Final Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 18, 2017:

- i. In respect of shares held in demat form, to the Beneficial Owners as per the details furnished by Depositories as at the end of business hours on August 4, 2017;
- ii. In respect of shares held in physical form, to the shareholders whose names appear on the Register of Members as at the end of business hours on August 4, 2017.

The Notice of the 60<sup>th</sup> Annual General Meeting is enclosed herewith for your reference and record. Kindly take the same on record and acknowledge the receipt.

Thanking you,  
For Clariant Chemicals (India) Limited



Sanjay Ghadge  
Chief Financial Officer

Encl.: As above

Copy to: National Securities Depository Limited, Trade World – A Wing, Kamala Mills Compound, Lower Parel, Mumbai 400013, Maharashtra

Central Depositories Services (India) Limited, 17<sup>th</sup> Floor, P J Towers, Dalal Street, Fort, Mumbai 400001, Maharashtra

Link Intime India Private Limited, C -101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai 400083, Maharashtra



## NOTICE

**NOTICE** is hereby given that the **Sixtieth** Annual General Meeting of the Company will be held at 04:00 p.m. on Friday, August 11, 2017, at Registered Office of the Company at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane-Belapur Road, Airoli, Navi Mumbai 400 708, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. Alfred Muench (DIN 03092351) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Articles of Association, the members hereby ratify the appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration Number - 012754N/N500016) as Statutory Auditors of the Company to hold office as such from the conclusion of 60<sup>th</sup> Annual General Meeting till the conclusion of 61<sup>st</sup> Annual General Meeting, at such remuneration as may be fixed by the Board of Directors.”

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 161, 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory

modification or re-enactment thereof for the time being in force), the approval of members be and is hereby accorded for the appointment of Mr. Adnan Ahmad (DIN 00046742) as Executive Director of the Company from April 3, 2017 and later as Vice-Chairman & Managing Director of the Company from June 1, 2017.

RESOLVED FURTHER THAT the tenure of the office of Mr. Adnan Ahmad shall be for a period of three years commencing from April 3, 2017 and ending on April 2, 2020.

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required under the applicable provisions of the Companies Act, 2013 (the Act) and Schedule V of the Act, the terms and conditions and remuneration payable to Mr. Adnan Ahmad shall be as mentioned in the Explanatory Statement annexed to the Notice subject to overall limit of ₹ 6 Crore per year.

RESOLVED FURTHER THAT the Board of Directors and the Key Managerial Personnel be and are hereby authorized severally to do all such acts, deeds, things and matters as may be required and necessary for giving effect to aforesaid resolution including but not limited to making entries in the Register of Directors, intimating to all the Stock Exchanges where the shares of the Company are listed, filing of prescribed forms and documents with Registrar of Companies (ROC), Mumbai & Central Government, taking approvals from applicable Regulatory authorities and do all such other incidental acts in this regard.”

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RA & Co., Cost Accountants, appointed as Cost Auditors for the Financial year 2017-18 to conduct audit of Cost Accounts of the Company be hereby paid the Fees of ₹ 1.80 Lakhs plus service tax and reimbursement of out of pocket expenses at actuals.



RESOLVED FURTHER THAT the Board of Directors and the Key Managerial Personnel be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolution."

For and on Behalf of the Board

**Ms. Ameer Joshi**  
Company Secretary  
ACS 22502

Date: May 23, 2017

**Registered Office:**

Reliable Tech Park, Gut No. 31,  
Village Elthan, Off Thane-Belapur Road  
Airoli, Navi Mumbai - 400708

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

**Item No. 5**

Consequent to Dr. Deepak Parikh's appointment as Head of Region North America, he will step down as the Vice-Chairman and Managing Director of the Company effective from closing of working hours of May 31, 2017.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on January 28, 2017, have approved the appointment of Mr. Adnan Ahmad as Executive Director of the Company effective from April 3, 2017 and later as Vice-Chairman & Managing Director from June 1, 2017 for a term of 3 years starting from April 3, 2017, subject to shareholders approval.

The terms and conditions for appointment of Mr. Adnan Ahmad is given below:

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

- (i) Basic Salary: ₹ 11,00,000/- (Rupees Eleven Lakh only) per month.
- (ii) House Rent Allowance / Company Leased Accommodation: ₹ 525,000/- (Rupees Five Lakh Twenty Five Thousand only) per month.
- (iii) Hotel Accommodation: ₹ 800,000/- (Rupees Eight Lakh only) per month for April, May & June 2017 on a temporary basis.
- (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) Commission/Bonus: Target Bonus @ 80% of Base Salary i.e. ₹ 1,56,00,000/- (Rupees One Crore Fifty Six Lakh only) payable annually as per the Company Scheme.
- (vi) Group LTIP (Long Term Incentive Plan) Matching Shares: 20% of Target Bonus i.e., ₹ 31,20,000/- (Rupees Thirty One Lakh Twenty Thousand only) payable annually.
- (vii) Gratuity: As per Payment of Gratuity Act.
- (viii) Retiral Allowance: ₹ 88,253/- (Rupees Eighty Eight Thousand Two Hundred Fifty Three only) per month.
- (ix) Sitting Fees: Mr. Adnan shall not be paid sitting fees for attending the meeting of the Board of Directors of the Company.
- (x) Perquisites and Benefits:
  - a. Annual Leave:

Leave of 30 calendar days on full pay and allowances, for every twelve months of service. Additionally, he will be entitled for 10 Sick Leave & 7 Casual Leave.
  - b. Club Fees:

Reimbursement of fees of any two clubs in India, including admission or entrance fees and monthly or annual subscriptions.
  - c. Personal Accident Insurance:

The Company shall purchase personal accident insurance policy for the coverage of 80\* monthly Basic Salary as per Company policy.
  - d. Group Medical Insurance:

Group Medical Insurance with coverage of ₹ 500,000/- (Rupees Five Lakh only) for self & spouse & 2 Dependent children upto the age of 25 years as per the Company Policy.
  - e. Company maintained Car, Driver & Telephone:

Provision for Company maintained car with driver as per Company's policy. Reimbursement of Fuel expenses by Company at actuals.



A mobile phone facility will be provided, the cost of which will be borne by the Company.

f. 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. Adnan 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 for the payment of abovementioned remuneration to Mr. Adnan as minimum remuneration.

(ii) Not to engage in other employment:

Mr. Adnan 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. Adnan 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 Executive Director and later as the Vice-Chairman

& Managing Director, Mr. Adnan 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 and simultaneously the agreement shall stand terminated.

(vi) Governing laws, jurisdiction and entire understanding:

The agreement between the Company and Mr. Adnan 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 Plastics and Coatings and Specialty Chemicals.

(2) Date of commencement of commercial production: December 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:

	(₹ in Lakhs)	
	FY 2016-17 (12 months)	FY 2015-16 (15 months)
<b>Gross Sales</b>	<b>101986.16</b>	118813.11
<b>Profit before exceptional items &amp; tax</b>	<b>3628.77</b>	5026.61
Add : Exceptional items	-	2341.37
<b>Profit before tax</b>	<b>3628.77</b>	7367.98
Less: Tax expenses (incl. deferred tax)	<b>1180.73</b>	1431.04
<b>Profit after tax</b>	<b>2448.04</b>	5936.94

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



## II. Information about the appointee:

(1) Background details:

Mr. Adnan holds a Master degree in Chemical Engineering from Queen's University. Mr. Adnan joins Clariant from BP as Regional Supply Chain Director Lubricants, Europe and Africa. He started his career with ICI India Ltd as Plant Manager Emulsions Explosives in 1985. He was appointed as General Manager, Supply Chain & IT, within ICI India Ltd in 2000 prior to joining Castrol India Ltd as Supply Chain Director in February 2004. In January 2008, Mr. Adnan joined BP as Regional Supply Chain Director Asia Pacific, Lubricants, prior to moving into his current role in April 2010.

(2) Past Remuneration:

Since it is the first appointment of Mr. Adnan Ahmad in the Company hence past remuneration is not applicable.

(3) Recognition and awards:

Mr. Adnan Ahmad was awarded the Helios Award for Human Energy by Lord Brown, the erstwhile Chairman of BP plc, for leading transformational change in Road Safety for Castrol India. He was also recognized by the global COO-BP Lubricants for turning around the performance of Supply Chain Operations across Europe and Africa. His track record for change included the design and commissioning of the first Batch Slurry Explosives Plant at a mine site for ICI India, and two Paint Plants in Thane and Mohali, in India.

He also led a successful but complex SAP implementation for ICI India. He received a National Energy Conservation award from the former Indian Prime Minister, Dr. Manmohan Singh in 2004.

(4) Job profile and his suitability:

Mr. Adnan Ahmad is a Chemical Engineer with 32 years of industry experience in leading companies such as BP and ICI. He is responsible for entire management of the Company and Business Development.

(5) Remuneration Proposed:

As provided in Explanatory statement annexed to the Notice of Annual General Meeting.

(6) 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. Adnan Ahmad, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

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

## III. Other Information:

(1) Reason for Loss:

Company has reported profit during the year.

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

The Company remains committed and focused on its drive for sustainable growth in all segments it operates, by way of targeting new markets, introducing innovative products and better material and cost management.

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

Sales are expected to increase by 6% to 8% and EBIT at the rate of 4% to 6% on sales.

Notice, as required, under Section 160 of the Companies Act, 2013, have been received from one of the members proposing the candidature Mr. Adnan Ahmad as Executive Director and later as Vice-Chairman and Managing Director of the Company.

A copy of the draft agreement to be executed between the Company and Mr. Adnan Ahmad 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 recommends passing of special resolution as set out at Item no. 5 in the accompanying notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Adnan Ahmad and/or their relatives, are interested and/or concerned in passing of the said resolution.

## Item No. 6

The Board of Directors, on the recommendation of Audit



Committee, considered and approved the reappointment of M/s. RA & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the Financial year 2017-18, at a remuneration of ₹ 1.80 Lakhs per annum exclusive of service tax and out of pocket expenses, to be reimbursed at actuals.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.

The Board recommends the passing of resolution as set out at Item no. 6 as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

For and on Behalf of the Board

**Ms. Ameet Joshi**  
Company Secretary  
ACS 22502

Date: May 23, 2017

**Registered Office:**

Reliable Tech Park, Gut No. 31,  
Village Elthan, Off Thane-Belapur Road  
Airoli, Navi Mumbai - 400708

**NOTES:**

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 for the businesses set out under Item No. 5 & 6 is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF, ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING. A person can act as a proxy on behalf of a member not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single**

**person as proxy and such person shall not act as a proxy for any other person / shareholder.**

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 5, 2017 to Friday, August 11, 2017 (Both Days Inclusive).
4. The detail of Directors seeking appointment / re-appointment at this Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
5. The Final Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 18, 2017.
  - i. In respect of shares held in demat form, to the Beneficial Owners as per the details furnished by Depositories as at the end of business hours on August 4, 2017;
  - ii. In respect of shares held in physical form, to the shareholders whose names appear on the Register of Members as at the end of business hours on August 4, 2017.
6. The amount outstanding in the unpaid dividend account in respect of Final Dividend for Financial year 2009-10 and Interim Dividend for Financial year 2010 will be transferred to Investor and Education Protection Fund after May 29, 2017 and August 31, 2017 respectively. Members who have still not claimed / encashed their dividends are requested to claim / encash the same at the earliest.
7. Change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened his demat account. The Company or its Registrar & Transfer Agents will not be able to act on any direct request from these Members for change of such details. However, for any change in particulars in respect of shares held in physical form should be sent to the Registrar & Transfer Agents of the Company i.e., Link Intime India Private Limited at following address:  
  
Link Intime India Private Limited  
C 101, 247 Park, L B S Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra
8. Members / proxies are requested to bring their copies of Annual Report & duly filled attendance slips at the meeting and produce the same at the entrance where the Annual General Meeting is held.



9. Corporate Members are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to the Registered Office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
11. The Annual Report of your Company for the year ended March 31, 2017 is displayed on the website of the Company i.e. [www.clariant.com](http://www.clariant.com).
12. Members are requested to register their E-mail address with the Company / Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members to exercise their right to vote at 60<sup>th</sup> Annual General Meeting of the Company by electronic means through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). Members who are holding shares in physical or dematerialized form as on August 4, 2017 shall exercise their vote by electronic means.
14. **REMOTE E-VOTING:** The e-voting instructions for members receiving an e-mail or a physical copy of this notice of Annual General Meeting are as under:

- (iii) Click on Shareholders/ Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID.
  - For NSDL: 8 Character DP ID followed by 8 digits Client ID.
  - 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](http://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:

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

- The voting period begins on Tuesday, August 8, 2017 (09:00 a.m.) & ends on Thursday, August 10, 2017 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) August 4, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

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 / Attendance Slip 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 (iv).</li> </ul>

(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 EVSN for the relevant <Company Name> 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 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.
- (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. Apple and Windows phone users can 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.

(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](http://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](mailto: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](mailto: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.

- (xx) 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 write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

15. In case of Members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by remote e-voting, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. **For clarity, please note that the Members who have exercised their right to vote by remote e-voting shall not vote by way of poll at the Meeting.** The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.





16. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., August 4, 2017 may obtain the login ID and password by sending an email to [investor.relations.India@clariant.com](mailto:investor.relations.India@clariant.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their Folio No. / DP ID and Client ID.
17. Mr. Bhadresh Shah, Proprietor of Bhadresh Shah & Associates, Practising Company Secretary (CP No. 15957) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting by way of Poll, to be conducted at the Annual General Meeting, in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
19. The results declared along with the Scrutinizer's report shall be communicated to BSE Limited and The National Stock Exchange of India Limited and made available on the Company's website : [www.clariant.com](http://www.clariant.com) and on the website of CDSL : [www.cdslindia.com](http://www.cdslindia.com).

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name of Director</b>	<b>Mr. Alfred Muench</b>	<b>Mr. Adnan Ahmad</b>
Type	Non-Executive Director	Executive Director
Date of Birth	24/06/1960	31/05/1961
Date of Appointment	26/04/2011	03/04/2017
Qualification	Graduated and qualified as an Attorney at Law from Basel University	Master Degree in Chemical Engineering from Queen's University
No. of Equity Shares held	NIL	NIL
Expertise in Specific Functional area	Expertise in Legal & Business Administration	Expertise in overall Business development and Supply Chain management
Directorships held in other Listed Companies	NIL	NIL
Particulars of Committee Chairmanship / Membership held in other Listed Companies	NIL	NIL
Relationship with other Directors inter-se	None	None

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

