



Results:

Promoter/Public	Total Ballot Forms	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	3	16902080	16902080	100.000000	16902080	0	100.000000	0.000000
Public – Institutional holders	16	1959523	1135940	57.970231	1135940	0	100.000000	0.000000
Public-Others	238	7799142	322963	4.141007	310527	12436	96.149404	3.850596
Total	257	26660745	18360983	68.868979	18348547	12436	99.932269	0.067731

Therefore, the Special Resolution mentioned in the Notice of Postal Ballot dated May 18, 2015 has been duly passed by the members with requisite majority. The certified copy of the Special Resolution dated July 8, 2015 is enclosed herewith for your record.

Request to kindly take the results of Postal Ballot and Scrutinizer's Report on your record and acknowledge the receipt.

Thanking you,
For Clariant Chemicals (India) Limited


Amee Jesu

Company Secretary & Compliance Officer

Encl.: As above



Geeta Canabar & Associates

Company Secretary



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SCRUTINIZER'S REPORT

To,
Chairman / Managing Director
CLARIANT CHEMICALS (INDIA) LIMITED.
Reliable Tech Park, GUT No. 31, Village Elthan,
Off Thane Belapur Road,
Airoli, Navi Mumbai-400708
Maharashtra, India.

1. I, Geeta Canabar, of Geeta Canabar & Associates, Practicing Company Secretaries, Mumbai have been appointed by the Board of Directors of **CLARIANT CHEMICALS (INDIA) LIMITED** at its meeting held on 22nd April, 2015 as a scrutinizer for conducting Postal- Ballot voting process for buy back of equity shares and I have given my consent to act as a scrutinizer vide letter dated 02nd April, 2015 for passing of the following Special Resolution by Postal Ballot:

SPECIAL RESOLUTION NO.1:

BUYBACK OF EQUITY SHARES

"RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") and in accordance with Article 8 A of the Articles of Association of the Company, the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buy-Back Regulations") and subject to such other approvals, permissions and exemptions as may be required, from time to time, from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constituted to exercise



the powers including the powers conferred hereunder); the approval of the shareholders be and is hereby accorded to the proposal of buy back, on a proportionate basis, from shareholders/beneficial owner of the equity shares of the Company as on the record date, up to 35,78,947 (Thirty Five Lakhs Seventy Eight Thousand Nine Hundred Forty Seven only) equity shares of the face value of Rs.10/- each (representing 13.42 % of the total number of the equity share capital of the Company) at the price of Rs. 950/- (Rupees Nine Hundred Fifty Only) per equity share ("Buy Back Price") aggregating to Rs. 340 Crore (Rupees Three Hundred Forty Crore only) which is less than 25% of the aggregate of equity share capital and free reserves of the Company as per audited accounts of the Company for the financial year ended December 31, 2014 through "Tender Offer" route as prescribed under the Buy-Back Regulations (hereinafter referred to as the "Buyback").

RESOLVED FURTHER THAT the proposed Buyback be implemented from the shareholders (as on the record date) including the Promoters and Promoter Group (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, as amended) out of current surplus and/or cash and cash equivalents and/or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the Rules and Regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("Buyback Committee") of the Company in order to give effect to the aforesaid resolutions, including but not limited to appointment of managers, bankers, brokers, registrars, solicitors, depository participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make applications to the appropriate authorities for their approvals including approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents, opening of accounts, entering into agreements, release of public announcement, filing of declaration of solvency, extinguishment of share certificates, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, BSE, NSE, Registrar of Companies, depositories and / or other regulators and statutory authorities as may be required from time to time.



RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”.

2. I submit my report as under :

- i. The Company has completed on 06th June, 2015 the dispatch of Postal - Ballot forms along with postage pre- paid business reply envelope to its Members whose name appear on the Register of Members/ list of Beneficiaries as on date 29th May, 2015.
- ii. Particulars of all the Postal Ballot forms received from the Members have been entered in the register separately maintained for the purpose.
- iii. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.
- iv. The Postal ballot forms were duly opened in my presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on 29th May, 2015.
- v. Postal Ballot forms received up to the close of working Hours on 06th July, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- vi. Envelopes containing Postal- ballot forms received after close of working hour on 06th July, 2015 were not considered for my scrutiny.
- vii. I did not find any defaced or mutilated ballot paper.



3. A summary of Postal- Ballot forms/E-voting are given below:

1. For Special Resolution No.1:

Physical Voting

Sr.No.	Particular's	No. of Postal Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Postal ballot forms received	160	1,69,36,963	
2.	Less-Invalid Postal ballot forms	8	1,753	
3.	Net valid Postal ballot forms	152	1,69,35,210	100%
4.	Postal ballot forms with assent	125	1,69,30,563	99.97%
5.	Postal ballot forms with dissent.	27	4,647	0.03%

E-Voting

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	105	14,25,773	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	105	14,25,773	100%
4.	E-voting with assent	88	14,17,984	99.45%
5.	E-voting with dissent.	17	7,789	0.55%

Total

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	265	1,83,62,736	
2.	Less-Invalid voting	8	1753	
3.	Net valid voting	257	1,83,60,983	100%
4.	voting with assent	213	1,83,48,547	99.93%
5.	voting with dissent.	44	12,436	0.07%



4. I will hand over the Postal Ballot Forms and other relevant papers / register and records for safe custody of Ms. Amee Joshi - Company Secretary, who is authorized by Board to supervise the Postal Ballot Process.
5. You may accordingly declare the result of the Voting by Postal Ballot.

PLACE: MUMBAI
DATE: 08th July, 2015



FOR GEETA CANABAR & ASSOCIATES

GEETA.T
GEETA CANABAR
COMPANY SECRETARY

Certified true copy of the Special Resolution passed by the Members of Clariant Chemicals (India) Limited through Postal Ballot on July 8, 2015

"RESOLVED THAT pursuant to the provisions of Sections 68,69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") and in accordance with Article 8A of the Articles of Association of the Company, the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 1998, as amended ("Buy-Back Regulations") and subject to such other approvals, permissions and exemptions as may be required, from time to time, from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constituted to exercise the powers including the powers conferred hereunder); the approval of the shareholders be and is hereby accorded to the proposal of buy back, on a proportionate basis, from shareholders/beneficial owner of the equity shares of the Company as on the record date, up to 35,78,947 (Thirty Five Lakhs Seventy Eight Thousand Nine Hundred Forty Seven only) equity shares of the face value of Rs. 10/- each (representing 13.42 % of the total number of the equity share capital of the Company) at the price of Rs. 950/- (Rupees Nine Hundred Fifty Only) per equity share ("Buy Back Price") aggregating to Rs. 340 Crore (Rupees Three Hundred Forty Crore only) which is less than 25% of the aggregate of equity share capital and free reserves of the Company as per audited accounts of the Company for the financial year ended December 31, 2014 through "Tender Offer" route as prescribed under the Buy-Back Regulations (hereinafter referred to as the "Buyback").

RESOLVED FURTHER THAT the proposed Buyback be implemented from the shareholders (as on the record date) including the Promoters and Promoter Group (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, as amended) out of current surplus and/or cash and cash equivalents and/or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the Rules and Regulations framed thereunder, if any.

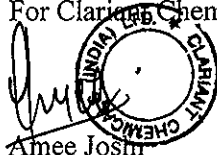


RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolutions, including but not limited to appointment of managers, bankers, brokers, registrars, solicitors, depository participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make applications to the appropriate authorities for their approvals including approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents, opening of accounts, entering into agreements, release of public announcement, filing of declaration of solvency, extinguishment of share certificates, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, BSE, NSE, Registrar of Companies, depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For Clarient Chemicals (India) Limited



Date: July 8, 2015
Place: Navi Mumbai

Amee Joshi
Company Secretary & Compliance Officer