CLARIANT CHEMICALS (INDIA) LTD.

Registered Office:
Reliable Tech Park
Thane-Belapur Road, Airoli
Navi Mumbai - 400 708
India
Tel.: +91-22-71251000
www.clariant.in
CIN: L24110MH1956PLC010806

CLARIANT

April 25, 2015

The National Stock Exchange of India Limited,
Listing Department, Exchange Plaza, 5th floor,
Plot No.C/1, G Block, Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051

E-mail: cmlist@nse.co.in

**Sub.: Scrip Code: CLNINDIA Disclosure of Voting Results of 58th Annual General Meeting of the Company**

**Ref :Clause 35A of the Listing Agreement**

In terms of Clause 35A of the Listing Agreement, please find enclosed herewith the disclosures pertaining to voting results of the 58th Annual General Meeting of the Company held on Friday, April 24, 2015 at 10:30 a.m. at Reliable Tech Park, Thane-Belapur Road, Airoli, Navi Mumbai – 400 708.

Further, the Scrutinizer report dated April 25, 2015 issued by Mr. Dhrumil M. Shah, Practising Company Secretaries, is enclosed herewith.

All the resolutions mentioned in the Notice of 58th Annual General Meeting were passed with requisite majority.

Kindly take the same on your record and acknowledge the receipt.

Yours faithfully,
**For Clariant Chemicals (India) Limited**

**Aimee Joshi**
**Company Secretary & Compliance Officer**

Encl.: As above

Clariant International Ltd

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CLARIANT CHEMICALS (INDIA) LIMITED (CIN : L24110MH1956PLC010806)
DISCLOSURES REGARDING VOTING RESULTS OF 58TH ANNUAL GENERAL MEETING OF THE COMPANY AS PER CLAUSE 35A OF THE LISTING AGREEMENT

| | |
|---|---|
| Name of the Company | CLARIANT CHEMICALS (INDIA) LIMITED |
| Date of AGM | Friday, April 24, 2015 |
| Book Closure Date | April 15, 2015 to April 24, 2015 |
| Total no. of shareholders as on date of the Book Closure | 34,981 |

Total number of shareholders present in the meeting either in person or through proxy :

| Category | No. of shareholders present in person (including Authorised Representatives) or through proxy |
|---|---|
| Promoter and Promoter Group | 3 |
| Public | 71 |
| Total | 74 |

No. of Shareholders attended the meeting through Video Conferencing :

| Category | |
|---|---|
| Promoter and Promoter Group | No Video conferencing facility was arranged |
| Public | |

Details of the Agenda and Voting Results :

Resolution 1: To receive, consider and adopt the Audited financial statements for the year ended 31st December, 2014 together with the Reports of the Directors and Auditors thereon.

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 65 | 7498496 | 248941 | 3.319879 | 248858 | 83 | 99.966659 | 0.033341 |
| Total | 79 | 26660745 | 18269352 | 68.525287 | 18269269 | 83 | 99.999546 | 0.000454 |

Resolution 2: To confirm the payment of Interim Dividend for the year ended December 31, 2014.

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 65 | 7498496 | 248941 | 3.319879 | 248858 | 83 | 99.966659 | 0.033341 |
| Total | 79 | 26660745 | 18269352 | 68.525287 | 18269269 | 83 | 99.999546 | 0.000454 |

Resolution 3: Appointment of M/s Price Waterhouse LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company for a term of 4 years from conclusion of this AGM.

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 977963 | 140368 | 87.448439 | 12.551561 |
| Public-Others | 65 | 7498496 | 248941 | 3.319879 | 247479 | 1462 | 99.412712 | 0.587288 |
| Total | 79 | 26660745 | 18269352 | 68.525287 | 18127522 | 141830 | 99.223673 | 0.776327 |

Resolution 4: Appointment of Mr. Mario Brocchi as a Director of the Company.

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 63 | 7498496 | 248831 | 3.318412 | 248748 | 83 | 99.966644 | 0.033356 |
| Total | 77 | 26660745 | 18269242 | 68.524874 | 18269159 | 83 | 99.999546 | 0.000454 |

Resolution 5: Appointment of Mr. Bharat V. Patel as an Independent Director for a period of 4 years w.e.f. April 1, 2015.

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 63 | 7498496 | 248831 | 3.318412 | 248448 | 383 | 99.846080 | 0.153920 |
| Total | 77 | 26660745 | 18269242 | 68.524874 | 18268859 | 383 | 99.997904 | 0.002096 |

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**Resolution 6: Appointment of Mr. Y. H. Malegam as an Independent Director for a period of 4 years w.e.f. April 1, 2015.**

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 977963 | 140368 | 87.448439 | 12.551561 |
| Public-Others | 63 | 7498496 | 248831 | 3.318412 | 248726 | 105 | 99.957803 | 0.042197 |
| Total | 77 | 26660745 | 18269242 | 68.524874 | 18128769 | 140473 | 99.231096 | 0.768904 |

**Resolution 7: Appointment of Dr. (Mrs.) Indu Shahani as an Independent Director for a period of 4 years w.e.f. April 1, 2015.**

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 63 | 7498496 | 248831 | 3.318412 | 248448 | 383 | 99.846080 | 0.153920 |
| Total | 77 | 26660745 | 18269242 | 68.524874 | 18268859 | 383 | 99.997904 | 0.002096 |

**Resolution 8: Approval for payment of remuneration to Dr. Deepak Parikh, Vice Chairman & Managing Director.**

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 919437 | 198894 | 82.215104 | 17.784896 |
| Public-Others | 63 | 7498496 | 248831 | 3.318412 | 248373 | 458 | 99.815939 | 0.184061 |
| Total | 77 | 26660745 | 18269242 | 68.524874 | 18069890 | 199352 | 98.908811 | 1.091189 |

**Resolution 9: Approval for payment of remuneration to Mr. B. L. Gaggar, Executive Director Finance & Company Secretary.**

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 919437 | 198894 | 82.215104 | 17.784896 |
| Public-Others | 62 | 7498496 | 248809 | 3.318119 | 247001 | 1808 | 99.273338 | 0.726662 |
| Total | 76 | 26660745 | 18269220 | 68.524792 | 18068518 | 200702 | 98.901420 | 1.098580 |

**Resolution 10: Approval of material Related Party Transactions for FY 2014 & 2015.**

| 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 | 0 | 16902080 | 0 | 0.000000 | 0 | 0 | 0.000000 | 0.000000 |
| Public – Institutional holders | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 62 | 7498496 | 248809 | 3.318119 | 247369 | 1440 | 99.421243 | 0.578757 |
| Total | 73 | 26660745 | 1367140 | 5.127914 | 1365700 | 1440 | 99.894671 | 0.105329 |

**Resolution 11: Ratification of the remuneration payable to the Cost Auditors for FY 2015.**

| 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 | 11 | 2260169 | 1118331 | 49.479973 | 1118331 | 0 | 100.000000 | 0.000000 |
| Public-Others | 62 | 7498496 | 248809 | 3.318119 | 248802 | 7 | 99.997187 | 0.002813 |
| Total | 76 | 26660745 | 18269220 | 68.524792 | 18269213 | 7 | 99.999962 | 0.000038 |

Clariant International Ltd

**DHRUMIL M. SHAH & CO.**
Practising Company Secretaries
Trade Marks Agent

Ref No: 2015-16/164

## SCRUTINIZER'S REPORT

## FORM No. MGT-13

## COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

(Pursuant to Section 108 &109 of the Companies Act, 2013 and Rule 20& 21(2) of the Companies (Management and Administration) Rules, 2014

To,
**The Chairman**
58th Annual General Meeting Clariant Chemicals (India) Limited
Held on Friday, April 24, 2015 at
Reliable Tech Park, Thane-Belapur Road,
Airoli, Navi Mumbai 400 708.

Dear Sir,

I, Dhrumil Shah, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Clariant Chemicals (India) Limited, ("the Company") for the purpose of e-voting and poll taken on the below mentioned resolutions at the 58th Annual General Meeting of Clariant Chemicals (India) Limited, held on Friday, April 24, 2015at Reliable Tech Park, Thane-Belapur Road, Airoli, Navi Mumbai 400 708. I hereby submit my report as under:

The Company have extended facility of e-voting to the members of the Company through CDSL from Wednesday, April 15, 2015 at 09:00 a.m. till Thursday, April 16, 2015 at 09:00 p.m.

Further, on April 24, 2015, at the 58th Annual General Meeting, polling papers were distributed to the members present in person or by proxy to enable the members to vote who could not do e-voting. After the time fixed for closing of poll by the Chairman, ballot boxes kept for polling was locked in my presence with due identification mark placed by me. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and authorizations / proxies lodged with the company.

The results of the e-voting/poll are as under:

DHRUMIL M. SHAH & CO. Company Secretaries Mem: A 22541 CP: 8978 MUMBAI



R-2 / 710, Golden Building, Garodia Nagar, Nr. Orbit Tower, Ghatkopar (E), Mumbai - 400077.
Tel. : 022-3255 5760 M. : 98201 77898 Email. : cs@dmshah.in Website : www.dmshah.in

## Item No. 1- Ordinary Resolution-

*To receive, consider and adopt the Audited financial statements for the year ended 31st December, 2014 together with the Reports of the Directors and Auditors thereon.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 1 | 100 | - | 100 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 50 | 16927666 | 100 | 18269352 | 100.00 |
| Voting with Assent | 29 | 1341686 | 100.00 | 48 | 16927583 | 99.99 | 18269269 | 99.99 |
| Voting with Dissent | 0 | 0 | 0.00 | 2 | 83 | 0.01 | 83 | 0.01 |

## Item No. 2- Ordinary Resolution-

*To confirm the payment of Interim Dividend for the yearended December 31, 2014.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 1 | 100 | - | 100 | - |
| Net Valid Votes | 29 | 1341686 | 100.00 | 50 | 16927666 | 100 | 18269352 | 100.00 |
| Voting with Assent | 29 | 1341686 | 100.00 | 48 | 16927583 | 99.99 | 18269269 | 99.99 |
| Voting with Dissent | 0 | 0 | 0.00 | 2 | 83 | 0.01 | 83 | 0.01 |

DHRUMIL M. SHAH & CO. Company Secretaries Mem: A 22541 CP: 8978 MUMBAI

## Item No. 3- Ordinary Resolution-

*To appoint M/s Price Waterhouse LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting till the conclusion of 62nd Annual General Meeting of the Company.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 1 | 100 | - | 100 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 50 | 16927666 | 100.00 | 18269352 | 100.0 |
| Voting with Assent | 24 | 1201318 | 89.54 | 45 | 16926204 | 99.99 | 18127522 | 99.22 |
| Voting with Dissent | 5 | 140368 | 10.46 | 5 | 1462 | 0.01 | 141830 | 0.78 |

## Item No. 4- Ordinary Resolution-

*Mr. Mario Brocchi (DIN 07091950), who was appointed by the Board of Directors of the Company w.e.f. February 12, 2015 to fill up the casual vacancy caused by resignation of Mr. Viktor Bernhardt, and who holds office as such upto the date of this Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as Act) read with Article 113 of Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of a Director and being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 3 | 210 | - | 210 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 48 | 16927556 | 100.00 | 18269242 | 100.0 |
| Voting with Assent | 29 | 1341686 | 100.00 | 46 | 16927473 | 99.99 | 18269159 | 99.99 |
| Voting with Dissent | 0 | 0 | 0.00 | 2 | 83 | 0.01 | 83 | 0.01 |

DHRUMIL M. SHAH & CO. Company Secretaries Mem. A 22541 CP: 8978 MUMBAI

## Item No. 5- Ordinary Resolution-

*Mr. Bharat V.Patel (DIN 00060998) who was appointed as Director in place of Mr. R. A. Shah, 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 Independent Director be and is hereby appointed as an Independent Director of the Company, not liable to retireby rotation, for a period of 4 years with effect from April 1, 2015.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 3 | 210 | - | 210 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 48 | 16927556 | 100.00 | 18269242 | 100.0 |
| Voting with Assent | 28 | 1341386 | 99.98 | 46 | 16927473 | 99.99 | 18268859 | 99.99 |
| Voting with Dissent | 1 | 300 | 0.02 | 2 | 83 | 0.01 | 383 | 0.01 |

## Item No. 6- Ordinary Resolution-

*Mr. Y. H.Malegam (DIN 00092017), who continues to be the Director of the Company 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of four years with effect from April 1, 2015.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 3 | 210 | - | 210 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 48 | 16927556 | 100.00 | 18269242 | 100 |
| Voting with Assent | 24 | 1201318 | 89.54 | 45 | 16927451 | 99.99 | 18128769 | 99.23 |
| Voting with Dissent | 5 | 140368 | 10.46 | 3 | 105 | 0.01 | 140473 | 0.77 |

DHRUVA N. SHAH & CO. Company Secretaries Mem: A 22541 CP: 8978 MUMBAI

## Item No. 7- Ordinary Resolution-

*Dr. (Mrs.) Indu Shahani (DIN 00112289), who continues to be the Director of the Company 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 her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of four years with effect from April 1, 2015.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 3 | 210 | - | 210 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 48 | 16927556 | 100.00 | 18269242 | 100.0 |
| Voting with Assent | 28 | 1341386 | 99.98 | 46 | 16927473 | 99.99 | 18268859 | 99.99 |
| Voting with Dissent | 1 | 300 | 0.02 | 2 | 83 | 0.01 | 383 | 0.01 |

## Item No. 8- Special Resolution-

*Payment of remuneration including commission, benefits, perquisites, contribution to social security benefits and any other allowance or benefit to Dr. Deepak Parikh, Vice-Chairman & Managing Director, not exceeding ₹ 800 Lakhs for the Financial year 2015, payable monthly or otherwise, which in the eventuality may exceed the overall limit of 5% of the Net Profits of the Company for the financial year calculated in the manner prescribed under Section 198 read with Schedule V of the Act and that any amount paid or payable in excess of the maximum limit so prescribed under Section 197 of the Act, shall be waived.*

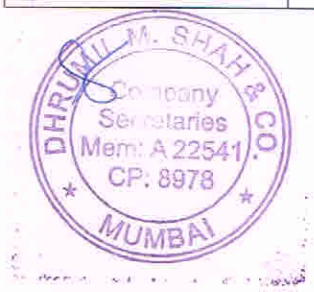
| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 3 | 210 | - | 210 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 48 | 16927556 | 100.00 | 18269242 | 100 |
| Voting with Assent | 26 | 1142492 | 85.15 | 45 | 16927398 | 99.99 | 18069890 | 98.91 |
| Voting with Dissent | 3 | 199194 | 14.85 | 3 | 158 | 0.01 | 199352 | 1.09 |

DHRUMIL M. SHAH & CO. Company Secretaries Mem. A 22541 CP: 8978 MUMBAI

## Item No. 9- Special Resolution-

*Payment of remuneration including commission, benefits, perquisites and any other allowance or commission to Mr. B. L. Gaggar, Executive Director, not exceeding ₹ 200 Lakhs for the Financial year 2015, payable monthly or otherwise, which in the eventuality may exceed the overall limit of 5% of the Net Profits of the Company for the financial year calculated in the manner prescribed under Section 198 read with Schedule V of the Act and that any amount paid or payable in excess of the maximum limit so prescribed under Section 197 of the Act, shall be waived.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 4 | 232 | - | 232 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 47 | 16927534 | 100 | 18269220 | 100 |
| Voting with Assent | 26 | 1142492 | 85.15 | 43 | 16926026 | 99.99 | 18068518 | 98.90 |
| Voting with Dissent | 3 | 199194 | 14.85 | 4 | 1508 | 0.01 | 200702 | 1.10 |



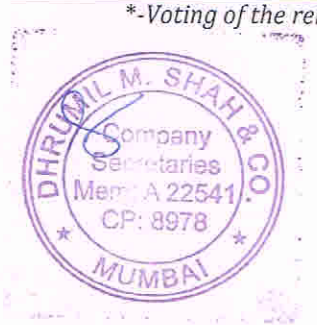
## Item No. 10- Special Resolution-*

*The material related party transaction entered into and carried out in ordinary course of business and at arm's length price with Clariant(Singapore) Pte. Ltd., a related party as per the Accounting Standards AS 18, for sale of finished goods during the Financial year 2014, on terms and conditions recorded in the Supply agreement dated 29th June, 2011 executed between the Company and Clariant (Singapore) Pte. Ltd., for an aggregate amount of ₹234.74 Crore, which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company of the last Financial year 2013 and*

*The material related party transaction to be entered into and carried out in ordinary course of business and at arm's length price with Clariant (Singapore) Pte. Ltd., a related party as per the Accounting Standards AS 18, for sale of finished goods from time to time, on terms and conditions as set out in the Explanatory Statement annexed hereto, during the Financial year 2015, for an aggregate amount, which may exceed the threshold limit of 10 percent of annual consolidated turnover of the Company of the Financial year 2014.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 25686 | - | 1367372 | - |
| Less- Invalid votes | 0 | 0 | - | 4 | 232 | - | 232 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 47 | 25454 | 100 | 1367140 | 100 |
| Voting with Assent | 29 | 1341686 | 100.00 | 43 | 24014 | 94.34 | 1365700 | 99.89 |
| Voting with Dissent | 0 | 0 | 0.00 | 4 | 1440 | 5.66 | 1440 | 0.11 |

**-Voting of the related parties are not counted and considered for the aforesaid resolution number 10.*



**Item No. 11- Ordinary Resolution-**

*M/s. N. I. Mehta & Co., Cost Accountants, appointed as Cost Auditors for the Financial year 2015 to conduct audit of Cost Accounts of the Company be hereby paid the Fees of ₹ 1.5 Lakhs plus service tax and reimbursement of out of pocket expenses at actuals.*

| Particulars | Number of Voters | Evoting | | Number of Poll Papers | Voting By Poll | | Total Voting | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % | | No. of Shares | % | No. of Shares | % |
| Total Vote received | 29 | 1341686 | - | 51 | 16927766 | - | 18269452 | - |
| Less- Invalid votes | 0 | 0 | - | 4 | 232 | - | 232 | - |
| Net Valid Votes | 29 | 1341686 | 100 | 47 | 16927534 | 100.00 | 18269220 | 100.0 |
| Voting with Assent | 29 | 1341686 | 100.00 | 46 | 16927527 | 99.99 | 18269213 | 99.99 |
| Voting with Dissent | 0 | 0 | 0.00 | 1 | 7 | 0.01 | 7 | 0.01 |

1. A Compact Disc (CD) containing the list of Equity Share holders who voted "For" and "Against" for each resolution is enclosed.

2. The poll papers and all other relevant records were sealed and handed over to the Company Secretary.

Place: Mumbai
25th April,2015

**FOR DHRUMIL M. SHAH & CO.**

DHRUMIL M. SHAH & CO. Company Secretaries Mem: A 22541 CP: 8978 MUMBAI

**DHRUMIL SHAH**
**COMPANY SECRETARY**