

July 14, 2016

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 Notice of the 59th AGM to be held on August 12, 2016

Dear Sir,

This is to inform you that the 59th Annual General Meeting of the members of Clariant Chemicals (India) Limited will be held at 4:00 p.m. on Friday, August 12, 2016, at Registered Office of the Company situated at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane Belapur Road, Airoli, Navi Mumbai – 400708.

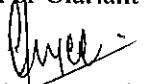
The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 5, 2016 to Friday, August 12, 2016 (Both Days Inclusive).

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 17, 2016:

- 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, 2016;
- 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, 2016.

The Notice of the 59th 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


Arjee Joshi
Company Secretary

Encl.: As above

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

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

Link Intime India Private Limited, C -13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai, Maharashtra, 400078

NOTICE

NOTICE is hereby given that the **Fifty-Ninth Annual General Meeting of the Members of Clariant Chemicals (India) Limited** will be held at 4:00 p.m. on Friday, August 12, 2016, at Registered Office of the Company situated at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane Belapur Road, Airoli, Navi Mumbai - 400708, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the 15 months ended March 31, 2016, together with the Reports of the Directors and Auditors thereon.
2. To confirm the declaration and payment of Interim Dividend and to declare Final Dividend on Equity Shares for the 15 months ended March 31, 2016.
3. To appoint a Director in place of Mr. Karl Holger Dierssen (DIN 06739356) 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 ratifies 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 59th Annual General Meeting till the conclusion of 60th 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kewal Handa (DIN 00056826) who was appointed as Director in place of Mr. Bharat Patel 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 5 years from April 1, 2016."

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunirmal Talukdar (DIN 00920608) who was appointed as Director in place of Mr. Y. H. Malegam 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 5 years from April 1, 2016."

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded to material related party transactions 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 18, for sale of finished goods from time to time, on terms and

NOTICE

conditions as set out in the Explanatory Statement annexed hereto, during the Financial year 2016-17 and subsequent Financial years, for an aggregate amount not exceeding ₹ 500 Crore per annum, which may exceed the threshold limit of 10 percent of annual consolidated turnover of the Company for the 15 months ended March 31, 2016 and of subsequent Financial years.

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

8. 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 2016-17 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 be and are hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 88, 94 and other applicable provisions, if any, of Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession to all the earlier resolutions passed in this regard, the approval of the members be and is hereby accorded to shift and maintain the Registers and Index of Members, as required to be maintained under Section 88 and copies of Annual Return filed under Section 92 of the Companies Act, 2013, at the office of Link Intime India Private Limited, Registrar and Transfer Agent of the Company, situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 and Building no. B5, Gala no. 208, Preetesh Complex, Mankoli, Anjur Phata, Dhapoda road, Bhiwandi, Thane, or at such other places where the Registrar and Transfer Agent may shift from time to time, effective from April 11, 2016.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized 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. Amee Joshi
Company Secretary
ACS 22502

Date: May 20, 2016

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 and 6

In terms of the provisions of Section 149 of the Companies Act, 2013 ("Act"), every listed Company shall have at least 1/3rd of the total number of Directors as Independent Directors who shall not be liable to retire by rotation and who shall hold office for a term of 5 consecutive years and Section 149(6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") lays down the criteria for Independence.

The Company have appointed Mr. Kewal Handu and Mr. Sunirmal Talukdar as Independent Directors in place of Mr. Bharat Patel and Mr. Y. H. Malegam respectively, effective from November 5, 2015.

Mr. Kewal Handu and Mr. Sunirmal Talukdar, have furnished declarations to the Company under Section 149(7) of the Act, confirming that they meet the criteria prescribed for Independent Directors under Section 149(6) of the Act as well as Regulation 25 of SEBI LODR Regulations. The Company have also received from each of the Independent Directors, (1) Consent to act as Director in "DIR 2" pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (2) Declaration of Non-Disqualification in "DIR 8" pursuant to Section 164 of the Act.

In the opinion of the Board, these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the Act and the Rules framed there under and SEBI LODR Regulations and are independent of the management of the Company.

In terms of Section 149(11) of the Act, an Independent Director can hold office for two terms of up to 5 consecutive years each on the board of the Company.

Accordingly, it is proposed to appoint Mr. Kewal Handa and Mr. Sunirmal Talukdar as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from April 1, 2016, as set out under Item No. 5 and 6 of this Notice. Notices, as required under Section 160 of the Act, have been received from certain Members proposing the candidature of the said Directors as Independent Directors of the Company. Upon the approval of the Members of the Company on the said resolutions, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to the said Independent Directors.

Brief profiles of the said Directors, in terms of SEBI LODR Regulations are provided at the end of this Notice.

The Board accordingly recommends the resolutions set forth under Item Nos. 5 and 6 of this Notice for the approval of the Members. None of the said Directors are related to any of the Director of the Company. None of the Directors or Key Managerial Personnel of the Company other than those mentioned in the respective resolutions and their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 5 and 6 of this Notice.

Item No. 7

The Company's exports accounts for approximate 27% of its total turnover. In order to reduce the currency risk involved in exports, to secure the payment on time and also to utilize its capacity by committed demand, the Company has entered into a supply agreement whereby all its exports are routed through a single customer Clariant (Singapore) Pte. Ltd. All transactions are done in the ordinary course of the business and at an arm's length price.

Clariant (Singapore) Pte. Ltd., is an Affiliate Company and is a "Related Party" as per the definition under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

SEBI LODR Regulations provides that material related party transaction, i.e. a transaction to be entered into which individually or together with previous transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of an ordinary resolution.

The annual consolidated turnover as per the last audited financial statements for the year 2014 was ₹ 1008.20 Crore. The value of transactions entered with Clariant (Singapore) Pte. Ltd. during the 15 months ended March 31, 2016 was ₹ 240 Crore. Thus, the transactions with Clariant (Singapore) Pte. Ltd. is exceeding 10% of the consolidated annual turnover and is material pursuant to SEBI LODR Regulations.

The members, at the 58th Annual General Meeting held on April 24, 2015, had already given their approval for the transactions to be entered with Clariant (Singapore) Pte. Ltd. during the Financial year 2015 in the ordinary course of business.

Currently, it cannot be ascertained that the transactions to be entered with Clariant (Singapore) Pte. Ltd., in the current Financial year 2016-17 and subsequent Financial years, would exceed the threshold of 10% of annual consolidated turnover as per the respective preceding years audited financial results. By way of abundant caution and as a proactive measure, the Board of Directors recommends the approval for the transactions to be entered into and carried out with Clariant (Singapore) Pte. Ltd., from time to time, in the ordinary course of business and at arm's length price, during the Financial year 2016-17 and subsequent Financial years for an amount not exceeding ₹ 500 Crore per annum. The resolution is proposed as an enabling resolution for operational efficiency.

The terms and conditions of the transactions to be entered with Clariant (Singapore) Pte. Ltd. is provided hereunder:

1. Name of the Related Party	Clariant (Singapore) Pte. Ltd.
2. Name of the Director or Key Managerial Personnel who is related, if any	None
3. Nature of relationship	Affiliate Company under AS 18
4. Nature of Transaction	Sale of Finished Goods, from time to time, as per purchase order
5. Course of Transaction	Done in ordinary course of business and at arm's length price
6. Value of Transaction	₹ 500 Crore per annum

As required under Regulation 23 of SEBI LODR Regulations, the promoters of the Company, who are (or could potentially be considered) as related party, shall abstain from voting on this resolution of the Notice.

The Board, therefore, recommends the passing of the resolution set out under Item no. 7 as an Ordinary Resolution. None of Directors, other than those representing the Clariant, Key Managerial Personnel and /or their relatives, are interested and /or concerned in passing of the said resolution.

Item No. 8

The Board of Directors, on the recommendation of Audit Committee, considered and approved appointment of M/s. RA & Co., Cost Accountants, in place of M/s N. I. Mehta & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the Financial year 2016-17, at a remuneration of ₹ 1.80 Lakhs per annum exclusive of service tax and out of pocket expenses, to be reimbursed at actuals.

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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. 8 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.

Item No. 9

Sharepro Services (India) Private Limited ("Sharepro") were acting as Registrar and Transfer Agent of the Company since June 1, 1999.

Recently, an investigation was carried out by SEBI which revealed serious and alarming irregularities by Sharepro and its senior management which includes transfer of dividend belonging to rightful shareholders to persons related to the management of Sharepro. Subsequently, SEBI passed an ad interim order against Sharepro on March 22, 2016, restricting the Promoters, Directors, Senior Management and other associated persons mentioned in the said order from accessing the Market.

In the said order, SEBI also advised the clients of Sharepro to change their Registrar and Transfer Agent and to conduct thorough Audit of the records and systems of Sharepro for past several years with respect to Dividends paid and securities transferred.

The Board of Directors, vide Circular Resolution dated April 7, 2016, terminated the Memorandum of Understanding entered into with Sharepro and appointed Link Intime India Private Limited ("Link Intime"), who are duly registered with the Securities and Exchange Board of India (SEBI) under SEBI (Registrars to an issue and Share Transfer Agents) Regulations, 1993, as Registrar and Share Transfer Agents of the Company effective from April 11, 2016.

In accordance with Section 94 of the Companies Act, 2016 and The Companies (Management and Administration) Rules, 2014, the Register and Index of Members under Section 88 and copies of Annual Return filed under Section 92, shall be kept and maintained at the Registered Office of the Company unless a Special Resolution is passed in a general meeting authorizing keeping the registers at any other place in which more than one-tenth of the total number of members resides.

The Board recommends keeping of Register and Index of Members and copies of Annual Return at the office of Link Intime, Registrar & Transfer Agents at their office situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 and Building no. B5, Gala no. 208, Preetesh

Complex, Mankoli, Anjur Phata, Dhapoda road, Bhiwandi, Dist - Thane, or at such other places where the Registrar and Transfer Agent may shift from time to time, effective from April 11, 2016.

The Board recommends the passing of resolution as set out at Item no. 9 as a Special 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 20, 2016

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 to 9 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 Friday, August 5, 2016 to Friday, August 12, 2016 (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 17, 2016:

- 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, 2016;
 - 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, 2016.
6. The amount outstanding in the unpaid dividend account in respect of Final Dividend for Financial year 2008 and Interim Dividend for Financial year 2009 will be transferred to Investor and Education Protection Fund after June 4, 2016 and August 29, 2016 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 Share Transfer Agent 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 & Share Transfer Agents of the Company i.e., Link Intime India Private Limited at following address:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai, Maharashtra, 400078
 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 15 months ended March 31, 2016 is displayed on the website of the Company i.e. 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 59th 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 5, 2016 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:

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:
 - (i) The voting period begins on Tuesday, August 9, 2016 (09:00 a.m.) to Thursday, August 11, 2016 (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 August 5, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RAO0000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
	<ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the 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 login 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to 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 5, 2016 may obtain the login ID and password by sending an email to investor.relations.India@clarient.com or mt.helpdesk@linkintime.co.in or 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 NSE Limited and made available on the Company's website : www.clarient.com and on the website of CDSL : www.cdslindia.com.

NOTICE

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

Name of Director	Mr. Karl Holger Dierssen	Mr. Kewal Handa	Mr. Sunirmal Talukdar
Type	Non-Executive Director	Independent Director	Independent Director
Date of Birth	27/02/1956	22/08/1952	06/12/1951
Date of Appointment	01/11/2013	05/11/2015	05/11/2015
Qualification	Master's degree in Economics & Business Administration & Commercial Black Belt	Company Secretary, Cost Accountant, Master of Commerce	Chartered Accountant, Bachelor of Science
No. of Equity Shares held	NIL	NIL	NIL
Expertise in Specific Functional area	Expertise in Economics and Business Administration	Finance, Commercial Strategy and Business Development	Finance expert, Core competencies in M&A, Treasury, IT integration, Secretarial, Risk management.
Directorships held in other Companies	Sud Chemie India Private Limited	Salus Lifecare Private Limited, Conexus Social Responsibility Services Private Limited, Mukta Arts Limited, Greaves Cotton Limited International Institute Of CSR Foundation, The Third Eye Productions LLP, The Third Eye Kreative Films LLP	India Carbon Limited, Sasken Communication Technologies Limited, Titagarh Capital Private Limited, Innvol Medical India Limited, Aris Capital Private Limited, Titagarh Wagons Limited, Titagarh Agrico Private Limited, Titagarh Singapore Pte Limited
Particulars of Committee Chairmanship / Membership held in other Companies	NIL	<u>Mukta Arts Limited</u> Chairman – Audit Committee Chairman – Stakeholders' Relationship Committee <u>Greaves Cotton Limited</u> Member – Audit Committee	<u>Titagarh Wagons Limited</u> Member – Audit Committee <u>Titagarh Capital Private Limited</u> Member – Audit Committee <u>Titagarh Agrico Private Limited</u> Chairman – Audit Committee <u>India Carbon Limited</u> Chairman – Audit Committee <u>Sasken Communication Technologies Limited</u> Member – Audit Committee
Relationship with other Directors inter-se	None	None	None

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