

# Claris

Annual Report 2016-17

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claris

# ***Content***

Vice-Chairman Et Managing Director's Message	03
Notice	05
Directors' Report	13
Report on Corporate Governance	37
Management Discussion Et Analysis	51

## **Standalone Financial Statements**

Auditor's Report	64
Annexure to Auditor's Report	66
Balance Sheet	70
Statement of Profit Et Loss	71
Cash Flow Statement	73
Notes forming part of the Financial Statements	75

## **Consolidated Financial Statements**

Auditor's Report	122
Annexure to Auditors' Report	124
Consolidated Balance Sheet	126
Consolidated Statement of Profit Et Loss	127
Consolidated Cash Flow Statement	130
Notes forming part of the Financial Statements	132
Form AOC - 1	179
5 Years Financial Highlights - Consolidated	180
Attendance Slip	185
Proxy Form	186
Route Map to the venue of the Annual General Meeting	187

# Corporate Information

## BOARD OF DIRECTORS

### Mr. Surrinder Lal Kapur

Chairman & Non-Executive and Independent Director

### Mr. Arjun Handa

Vice - Chairman & Managing Director

### Mr. Aditya S. Handa

Non-Executive and Non-Independent Director

### Mr. Chandrasingh S. Purohit

Whole Time Director & CFO

### Mr. Shyamsunder Sharma

Whole Time Director (Additional Director)

### Mr. T. V. Ananthanarayanan

Non-Executive and Independent Director

### Dr. Anup P. Shah

Non-Executive and Independent Director

### Ms. Milina Bose

Non-Executive and Non-Independent Director

### Mr. Amish Vyas

Non-Executive and Non-Independent Director

## COMPANY SECRETARY

### Mr. Kirit H. Kanjaria

Sr. VP - Company Secretary & Compliance Officer

## BOARD COMMITTEES

### Audit Committee

Dr. Anup P. Shah, Chairman

Mr. Surrinder Lal Kapur, Member

Mr. T. V. Ananthanarayanan, Member

Mr. Chandrasingh S. Purohit, Member

### Stakeholders Relationship Committee

Mr. Surrinder Lal Kapur, Chairman

Dr. Anup P. Shah, Member

Mr. T. V. Ananthanarayanan, Member

Mr. Arjun Handa, Member

Mr. Chandrasingh S. Purohit, Member

### Nomination and Remuneration Committee

Mr. T. V. Ananthanarayanan, Chairman

Dr. Anup P. Shah, Member

Mr. Surrinder Lal Kapur, Member

### Corporate Social Responsibility Committee

Mr. Surrinder Lal Kapur, Chairman

Mr. Arjun Handa, Member

Mr. Chandrasingh S. Purohit, Member

Mr. T. V. Ananthanarayanan, Member

Dr. Anup P. Shah, Member

Mr. Amish Vyas, Member

Mr. Shyamsunder Sharma, Member

## Committee of Directors

Mr. Chandrasingh S. Purohit, Chairman

Mr. Arjun Handa, Member

Mr. Amish Vyas, Member

Mr. Shyamsunder Sharma, Member

## STATUTORY AUDITORS

Shah & Shah Associates, Ahmedabad

## INTERNAL AUDITORS

KPMG, Ahmedabad

## REGISTERED & CORPORATE OFFICE

Claris Corporate Headquarters

Nr. Parimal Railway Crossing,

Ellisbridge, Ahmedabad - 380 006, India.

Tel: +91-79-26563331, 66309339

Fax: +91-79-26408053

## MANUFACTURING FACILITY

Village: Chacharwadi, Vasna

Taluka: Sanand

Ahmedabad - 382 213, India.

## BANKERS

1. Canara Bank

2. Indian Overseas Bank

3. Punjab National Bank

4. Qatar National Bank SAQ

5. Central Bank of India

6. Vijaya Bank

7. State Bank of India

## REGISTRAR AND TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

(Unit: Claris Lifesciences Limited)

C-101, 247 Park, L B S Marg,

Vikhroli (West), Mumbai - 400 083.

## WEBSITE

[www.clarislifesciences.com](http://www.clarislifesciences.com)

## INVESTOR SERVICES E-MAIL ID

[investorservices.corp@clarislifesciences.com](mailto:investorservices.corp@clarislifesciences.com)

## CORPORATE IDENTIFICATION NUMBER

L85110GJ1994PLC022543



**Arjun Handa**  
Vice Chairman and Managing Director

Dear Stakeholders,

I am happy to share with you the key business updates and performance of our company for the financial year 2016-17, through this Annual Report.

Our continued injectables focus with strategic intent to mark presence in the regulated markets, especially the USA, has significantly made an impact on the performance and growth. During the year, over 63 % of the Specialty Injectables Business revenue has been generated from the USA. Our portfolio has 15 developed and 16 approved ANDAs in the USA, while 10 are under development and 24 are in the approval process. To supplement the increasing demands, we have undertaken efforts to strengthen our manufacturing capabilities by capacity expansion and enhancement in manufacturing through automation. Together, the introduction of newer machines and upgradation of select processes in the SCADA system will help us increase productivity, and at the same time ensure data reliability to meet regulatory requirements.

The robust pipeline of products, cutting-edge manufacturing facilities, experienced marketing team and a sound governance structure have helped us emerge as a promising, integrated, quality-driven injectables company. Leveraging on our strengths,

we have signed a definitive agreement with Baxter, a US-based global medical products company. The combined organisation will benefit from our world-class integrated business model and Baxter's expertise to advance the business as a strategic platform. I strongly believe that this agreement with Baxter will ensure a promising future for our team members, partners and stakeholders. Our immediate emphasis is to meet the requirements of this agreement and eye for its successful closure by the year 2017 for businesses to utilise the full value of this synergy.

Along with our business obligations, we have continued to connect with society at large through a variety of corporate social responsibility initiatives in the areas of promoting sports, healthcare, education and culture among others.

**I strongly believe that this agreement with Baxter will ensure a promising future for our team members, partners and stakeholders.**

Our HR philosophy and approach are aligned with our business objectives. We have been recognised as one of 'India's Best Companies to Work For', for the 7<sup>th</sup> year in a row, in a study by The Economic Times and Great Place to Work® Institute, India. Also, we have been endowed 'The Great Manager Award 2016' and have been mentioned in the Top 20 list of 'Companies with Great Managers' by People Business and The Times of India. Such honours received during the year are a testament of our belief that 'people are everything', and that drives effective leadership and creates a thriving work place culture.

We are committed to deliver on stakeholder expectations with increased profitability and credibility. As we move towards the next level of growth and sustainability, I thank you for encouraging us at every stage, and seek your continued support in our endeavours.

Arjun Handa

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# Notice

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## CLARIS LIFESCIENCES LIMITED

Regd. Office: Claris Corporate Headquarters,  
Nr. Parimal Railway Crossing,  
Ellisbridge, Ahmedabad – 380 006, India  
Tel. : +91-79-26563331, 66309339  
Fax: +91-79-26408053  
Website: www.clarislifesciences.com  
CIN: L85110GJ1994PLC022543

Notice is hereby given that the Twenty Second Annual General Meeting ("AGM") of the Members of CLARIS LIFESCIENCES LIMITED will be held on Tuesday, September 19, 2017 at 12:00 Noon at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015, Gujarat to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 comprising of the Balance Sheet as at March 31, 2017, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To declare a final Dividend of Rs. 2/- per equity share for the financial year ended on March 31, 2017.
3. To appoint a Director in place of Mr. Aditya Handa (DIN: 00308513), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Milina Bose (DIN: 02204540), who retires by rotation and being eligible, offers herself for re-appointment.
5. To ratify the appointment of Statutory Auditors, M/s. Shah & Shah Associates (Firm registration No.113742W), Chartered Accountants, Ahmedabad and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the resolution passed by the Members at the Twentieth Annual General Meeting of the Company held on September 23, 2015, the Company hereby ratifies the appointment of M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 113742W) as Statutory Auditors of the Company, to audit the accounts of the Company for the financial year ending on March 31, 2018 and the Board of Directors be and are hereby authorized to fix the remuneration and other terms and conditions as may be mutually agreed between the Board of Directors of the Company and the Auditors"

### SPECIAL BUSINESS:

6. To ratify / approve the material related party transactions of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for ratification / approval of material contracts / arrangements entered into by the Company with Related Party as defined under Section 2(76) of the Companies Act, 2013, and as set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

7. To appoint Mr. Shyamsunder Sharma (DIN: 07563680) as an Additional Executive and Non-Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shyamsunder Sharma (DIN: 07563680), who was appointed as an Additional Executive and Non-Independent Director of the Company with effect from May 20, 2017 on the Board of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received under Section 160 of the Act from a member in writing alongwith requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

# Notice

## 8. To appoint Mr. Shyamsunder Sharma (DIN: 07563680) as a Whole Time Director of the Company and fixation of remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Shyamsunder Sharma (DIN: 07563680) be and is hereby appointed as Whole Time Director of the Company, for a period of 3 years commenced from May 20, 2017 to May 19, 2020 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice."

**"RESOLVED FURTHER THAT** in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid in accordance with the applicable provisions of Schedule V of the Companies Act, 2013, as amended from time to time and subject to the approval of the Central Government, if required."

**"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

## 9. To increase shareholding limits in the paid up share capital of the Company by Foreign Portfolio Investors / Foreign Institutional Investors and Non-Resident Indians.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated FDI Policy, as amended, and all applicable laws, rules, regulations, circulars, notifications, guidelines, directions, issued by the Reserve Bank of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended and all applicable rules, regulations, circulars, notifications and any other applicable laws for the time being in force; and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and such other terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions as required, the consent of the Members of the Company be and is hereby accorded for:

- (i) Foreign Portfolio Investors ("FPIs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended and the existing Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") including their sub-accounts registered with SEBI, to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company up to an aggregate limit of 49% (forty-nine per cent) of the paid-up equity share capital of the Company at the time of making such investment, provided that the individual shareholding of FPIs/FIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under the applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and
- (ii) Non Resident Indians ("NRIs") to acquire by purchase or acquisition on the recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), up to an aggregate limit of 24% (twenty four per cent) of the paid up equity share capital of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory bodies and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company."

Place: Ahmedabad  
Date: May 20, 2017

Regd. Office:  
Clariss Corporate Headquarters,  
Nr. Parimal Railway Crossing,  
Ellisbridge, Ahmedabad – 380 006, India  
Tel. : +91-79-26563331, 66309339  
Fax: +91-79-26408053  
Website: www.clarisslifesciences.com  
CIN: L85110GJ1994PLC022543

By order of the Board of Directors  
For Clariss Lifesciences Limited

Kirit H. Kanjaria  
Sr. VP-Company Secretary & Compliance Officer

# Notice

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## NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD BRING THEIR DULY FILLED ATTENDANCE SLIP ATTACHED HERewith TO ATTEND THE MEETING. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate certified copy of the board resolution/authority, as applicable.
3. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a Member holding more than ten percent 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 proxy for any other person or Member.
4. A Member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his/her proxy unless such other person is also a Member of the Company.
5. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of the Annual Report would be made available at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 13, 2017 to Tuesday, September 19, 2017 (both days inclusive) for determining the names of members eligible for final dividend on Equity Shares for the financial year ended on March 31, 2017, if declared at the Meeting.
7. The brief profile of the Directors proposed to be appointed / re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the section "Report on Corporate Governance" forming part of this Annual Report.
8. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours up to and including the date of the AGM.
9. The shares of the Company are at present listed with BSE Limited. The listing fee for the financial year 2017-2018 has been paid to BSE Limited before the due date.
10. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in the prescribed Form No. SH-13 and for cancellation / variation in nomination in the prescribed Form No. SH-14 to the Registrar and Transfer Agent of the Company i.e. M/s Link Intime India Private Limited.
11. The Notice of Twenty Second AGM along with the Annual Report for the financial year 2016-17 will be sent electronically indicating the process and manner of remote e-voting to the Members whose e-mail addresses are registered with the Depository Participants /Company. The physical copy of the Notice of Twenty Second AGM along with the Annual Report for the financial year 2016-17 will be sent through permitted mode to those Members whose e-mail addresses are not registered with the Depository Participants/Company indicating the process and manner of remote e-voting.

The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2017, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with the Annual Report will also be available on the Company's website [www.clarislifesciences.com](http://www.clarislifesciences.com)

Further, the Members who have not registered their e-mail address so far are requested to register the same for receiving all communications including Notices, circulars, Annual Reports etc. from the Company electronically.

12. The dividend on Equity Shares as recommended by Board of Directors, if declared at the Meeting, will be paid within 30 days from the date of declaration pursuant to the provisions of the Companies Act, 2013, to those members whose names appears on the Company's Register of Members as on Tuesday, September 12, 2017 at the close of business hours; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date and in respect of the shares held in physical form, the dividend will be paid to members whose names are furnished by M/s. Link Intime India Private Limited as beneficial owners as on that date.
13. Members whose shareholding is in electronic mode are requested to update any change of address and updates of savings bank account details to their respective Depository Participant(s) as pursuant to Regulation 12 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Dividends shall be paid through the Electronic Clearing System (ECS) approved by the Reserve Bank of India or Dividend warrants as per the bank details and other information furnished to the Company by National Securities Depository Limited and Central Depository Services (India) Limited respectively.



# Notice

14. Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.
15. Members desiring any information relating to the accounts are requested to write to the Company at least ten days before the AGM so as to enable the management to keep the information available at the AGM.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company.
17. Members wishing to claim dividend, for the previous financial years remaining unclaimed/unpaid, are requested to correspond with the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company. Members are requested to note that dividends not claimed within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to Investor Education and Protection Fund as per the Sections 205A and 205C of the Companies Act, 1956 and Sections 124 and 125 of the Companies Act, 2013 read with rules made there under, to the extent notified and no claim shall lie against the Company for the Unpaid/Unclaimed dividend so transferred to Investor Education and Protection Fund.
18. Members who have neither received nor encashed their dividend warrant(s) for the previous financial years, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unclaimed/unpaid amounts lying with the Company on July 29, 2016 (date of the Twenty First AGM) on the website of the Company ([www.clarislifesciences.com](http://www.clarislifesciences.com)) and also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).
19. **Voting through electronic means:-**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s) or modification(s) thereto for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the Twenty Second AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM,) services provided by Central Depository Services (India) Limited (CDSL) for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e-voting given below:

Instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Friday, September 15, 2017 (10:00 AM) and ends on Monday, September 18, 2017 (5:00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 12, 2017, may cast their vote electronically. The remote 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](http://www.evotingindia.com).
- (iii) Click on "Shareholders/Members" tab.
- (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. For 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <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 the Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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>

# Notice

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- (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 remote 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 'Claris Lifesciences Limited' for 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 for remote e-voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their remote e-voting credentials to vote for the Company resolution(s).
- (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)
20. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 12, 2017.
21. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e Tuesday, September 12, 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
22. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
23. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
24. M/s. SPANJ & Associates, Company Secretaries, Mr. Ashish C. Doshi, Partner, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting by Ballot Paper and remote e-voting process in a fair and transparent manner.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit within the stipulated time, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.