

Minutes of the Fifty-Eighth Annual General Meeting of Clariant Chemicals (India) Ltd. held on Friday, April 24, 2015 at 10:30 a.m. at Registered Office of the Company at Reliable Tech Park, Thane-Belapur Road, Airoli, Navi Mumbai – 400 708

Present:

Mr. Bharat V. Patel	-	Chairman
Dr. Deepak Parikh	-	Vice-Chairman & Managing Director
Dr. (Mrs.) Indu Shahani	-	Director
Mr. Mario Brocchi	-	Director
Mr. B. L. Gaggar	-	Executive Director- Finance & Company Secretary
Mr. Nitin Khatri	-	Representative, Price Waterhouse Chartered Accountants LLP, Statutory Auditor
Mr. Dhrumil Shah	-	Dhrumil M Shah & Co., Practicing Company Secretary (Scrutinizer for E-Voting & Poll)

Shareholders Attendance:

Promoters	-	Represented by Mr. Mario Brocchi
Public	-	67 members present in person and 4 through proxies

Statutory Records:

The following Registers/books/documents were laid on the table:

- ◆ Minute Book of Annual General Meeting
- ◆ Register of Proxies with Proxies
- ◆ Register of Directors' Shareholding
- ◆ Signed copy of the
 - Balance Sheet as at December 31, 2014
 - Statement of Profit and Loss & Cash Flow Statement for the year ended December 31, 2014
 - Directors' Report
 - Auditors' Report
- ◆ Report on Corporate Governance
- ◆ Memorandum & Articles of Association of the Company

Chairman:

Mr. Bharat Patel, Chairman of the Board took the chair and welcomed the members to the 58th Annual General Meeting of the Company. After noting that requisite quorum for the meeting was present, he called the meeting to order.

Notice and Auditors' Report:

With the consent of the members present, the Notice dated February 12, 2015 convening the meeting and the Report of the Directors for the Financial year 2014 was taken as read.

The report of auditors to the members of the Company was read by Mr. B. L. Gaggar, Executive Director Finance & Company Secretary.

The Chairman then requested Dr. Deepak Parikh, Vice Chairman & Managing Director to address the shareholders and give a brief overview of business to the shareholders.

Address by Dr. Deepak Parikh:

Dr. Deepak Parikh thanked the Chairman and welcomed the shareholders at 58th Annual General Meeting of Clariant Chemicals (India) Limited.

He highlighted the following key aspects of 2014:

- 43% absolute growth in sales in 2014, for continuing businesses.
- Masterbatches grew 120.5% to nearly Rs. 242.1 crore in sales.
- Pigments saw more than 14.2% growth in sales at Rs. 464 crore.
- The Company paid a Dividend of Rs. 39 (390%) as Interim Dividend for 2014.

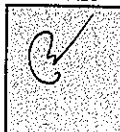
Despite a divestment of 55% of Company's topline business over previous years, this strong growth momentum has been sustained. He was very happy to say that 'Acchhe Din' is indeed for the company and for the dear shareholders!

He highlighted the performance of Company for the 1st quarter ended March 2015 and informed that:

- Company recorded a profit of Rs. 12.10 crore before tax, for the quarter ended March 31, 2015 as against a loss of Rs. 26.8 crore over the previous quarter.
- Sales for the quarter was Rs. 226 crore as against Rs. 222 crore in the previous quarter marking 2.7% growth over the previous quarter. And, on a like-to-like basis, the growth stood at 7.5% over the same quarter last year.
- Arising out of the Profit on Sale of Kolshet Land, an Interim Dividend of Rs. 140 per share (1400%) was already paid in January 2015. This involved an outgo of Rs. 448 crore. (including taxes)

Dr. Deepak Parikh reiterated what he mentioned last year that 2014 would be a year of transformation for Clariant and the mantra was 'Think Big...Time is

CHAIRMAN'S
INITIALS



Now' and he was happy to announce that Company has unleashed and unlocked its potential in a manner that has set the industry abuzz.

He was very proud in mentioning a few takeaways for the year:

- He believes that planning for the future should be integral to business strategy. In tune with this forward outlook, Company have continued to make significant Capex investments – Rs. 40 crore for product expansion and capacity upgradation across both masterbatch and pigment businesses. In addition, Company has spent about Rs. 135 crore for acquisition of Plastichemix and for creating new facilities at HQ.
- Sale of Kolshet land in the previous year has unlocked latent value for the shareholders. In order to share the benefit of unlocking the value, the Company already paid an interim dividend of Rs. 448 crore in the month of Jan 2015, as already mentioned earlier. And now, based on the Board approval and subject to approval of shareholders, a sum of Rs. 340 crore (after payment of tax) will be used for the Buy Back of shares. This Buy Back will be in accordance with the new guidelines issued by SEBI and will be tax efficient in the hands of the shareholders and in turn also increase future EPS for them. He further added that this will bring the maximum financial benefit to shareholders.
- Plastichemix acquisition was successfully managed and, more importantly, seamlessly integrated into the business. We expect the positive impact on topline and bottom line of the Company to reflect in the quarters ahead.
- To optimize Company's operations and work with a unified 'one' Clariant approach, we have moved our new headquarters to Airoli in New Mumbai.
- Company relocated Masterbatches facility to Vashere, near Bhiwandi and he was pleased to inform that Company is operating at full capacity.
- The upgradation of the Technical Service Facilities at the masterbatches and pigments sites during the year is a step in our direction to make us future ready today.

He also touched upon top priorities for 2015:

- Create Customer-centric organization.
- Localize Innovative Solutions for local customers.
- Optimize Asset Utilization and enhanced asset productivity across all manufacturing sites.
- Continue to Scout for effective Bolt-On Acquisition opportunities, towards enhancing shareholder value at a faster pace.

- Adjust product portfolio to focus on bottom line growth.
- Safety: Zero incident for all.
- Employee Development and skill upgradation at all levels.
- In his view any company that aspires to grow in today's environment, must have a visionary eye. FUTURE PROOFING Clariant is therefore the top priority.
- Plan to increase our investment in new assets at Roha to build a higher margin portfolio through development of liquid preparations.
- In keeping with future-proofing approach, Company is looking forward to add an additional Masterbatches production facility, with multiple applications at its Cuddalore and Vadodara sites and anticipate higher margins through increased exports.
- Company recently acquired Lanxess' manufacturing facility located in Nagda, Madhya Pradesh, which produces aqueous carbon-black dispersions. The location of this facility poses a unique advantage to the Company as it is within close proximity of Grasim, which is one of the key customers in this segment.
- Company must be inherently able to capture mega trends that are evolving in the country; especially the rapid urbanization and growing consumerism. Our product offerings in the masterbatch business allows us to enhance value across the food, beverages, consumer products packaging segment and our fibre line will ride on the growing clothing demand in India.
- The regulatory issues surrounding Industrial & Consumer Specialties has resulted in a loss of almost 35% of total ICS sales. Company doesn't expect an early resolution to this issue but it was important to find a best-case solution to the imbroglio in the interest of the Company. The fair value divestment of this business to a Group owned company based on valuation done by independent valuers and tolling of the products at Roha site, is a unique option that was considered by the Board for a positive impact on future operating profits.

Sustainable organization and leadership

He said that Performance, People and Planet will continue to remain the top areas of focus for Clariant in India in 2015.

He was extremely happy to share that he is proud of the highly talented and motivated set of employees in the Company, most of who have global competency. We are expanding our footprint in the country and are integrating the multiple facets of every State and nuances across the markets we operate in to create a uniquely bonded Indian culture at our workplace. Clariant employees today represent more than 20 different states across India.

Diversity of people is crucial and adds the much needed boost to the internal chemistries at work! We have embarked on a drive to ensure a fair representation of female employees. We believe that they bring across softer elements into the workplace. As of today, 7-8% of our workforce is female. It is his personal endeavor to see this figure rise.

Innovation

Keeping innovation and sustainability at the center of our growth plan and aiming to introduce new product offerings that incorporate global expertise, 2013 marked the launch of Clariant India's first Innovation Day. We continued to build on this plank through interactions with key FMCG companies in the current year too. These are helping us fructify and deliver new tailor-made solutions to our key customers.

As a truly customer-centric company, we translated market trends into products and solutions in several everyday use products. For instance, Pigments launched 5 new color solutions, while Masterbatches partnered with a leading global FMCG player to develop a key packaging product.

Sustainability

Clariant globally believes in sustainable practices and he was proud to say that we in India stay ahead of the curve when it comes to sustainability initiatives. Be it by way of educating our vendors (in safe practices) as well as customers (in technologies of the future) and taking them ahead with us or by supporting various organizations that are contributing towards a better society.

Even at our sites, we ensure energy optimization and waste management as key priorities. He was happy to announce that we are now a Responsible Care company, a coveted distinction for the chemical players in India and also in the world.

Conclusion

He believes 'Forewarned is forearmed' and we have to continuously evolve with changing geo-political, economic and environmental dynamics. He envisioned an India by 2020 that will drive him and his leadership team to develop strategies that will let us win today and also sustain our tomorrow.

He admitted that Company had some challenging times, but the pace of change and our success has surprised many. The journey from 'sounding incredulous to demonstrating the incredible' has been personally fascinating and professionally gratifying. He was glad to share that he has a team today that is inspired and passionate to deliver for our business goals. It has taken a few targeted divestments, strategic investments, asset sales, restructuring towards one objective- Transforming the Company's DNA to realize our goal of being 'India's leading specialty chemicals Company.'

Enterprise value has grown 3 times over the last two years. He humbly submitted and he was sure that shareholders would agree that Company's approach and results reflect a refreshed yet focused ability to define new milestones of performance for Clariant in India.

In conclusion, he thanked the fellow members of the Board, colleagues and all of the shareholders for their continued support to Clariant in India.

Questions:

After completion of Dr. Deepak Parikh's address, the Chairman invited questions and comments from the members relevant to the Accounts of the Company for the year ended December 31, 2014.

Mr. Raju Chandran, Mr. C. H. Sakharkar, Mr. Pankaj Toprani, Mr. Beruz Feramroz, Mr. Rajesh Chainani, Mr. Vinod Agarwal, Mr. Dinesh Bhatia and Mr. Ashok Shah offered comments/raised queries on the statement of accounts of the Company.

The members expressed their compliments and satisfaction on the performance of the Company particularly in view of the industry environment in which the Company operates.

Generally, the comments were made and attention was drawn on the following:

- Future goals and investment plan in Pigments & Masterbatch business
- Capex Plan, Future prospects and growth plan
- Need for having CIPL, any business sharing agreement in place
- Price paid for Lanxess acquisition
- Liquid Assets as on date
- Basis of arriving Buyback price, Promoters' participation, plans for using funds after buyback
- Reason for not declaring Final dividend
- Payment of Royalty to Promoter
- Increase in Sitting Fees & payment of Managerial Remuneration
- Increase in Rent
- Retirement of Mr. R. A. Shah
- Change in AGM timing

Dr. Deepak Parikh, Vice Chairman & Managing Director and Mr. B. L. Gaggar, Executive Director Finance & Company Secretary responded to the comments and replied to the questions raised by the members.

Voting by Poll:

Since there were no further comments/questions, the Chairman ordered Poll on following Ordinary & Special businesses specified in the Notice of the meeting dated February 12, 2015 and requested all the shareholders to cast their vote on each and every item of the Notice before leaving the meeting. The closing time of Poll was 12:30 p.m.

Sr. No.	Item
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements for the year ended December 31, 2014 together with the Reports of the Directors and Auditors thereon.
2.	To confirm the payment of Interim Dividend for the year ended December 31, 2014.
3.	To appoint M/s Price Waterhouse Chartered Accountants, LLP as Statutory Auditors of the Company for consecutive period of 4 years.
Special Business	
4.	Appointment of Mr. Mario Brocchi as Director of the Company, liable to retire by rotation.
5.	Appointment of Mr. Bharat V. Patel as Independent Director of the Company for consecutive period of 4 Years w.e.f. April 1, 2015.
6.	Appointment of Mr. Y. H. Malegam as Independent Director of the Company for consecutive period of 4 Years w.e.f. April 1, 2015.
7.	Appointment of Dr. (Mrs.) Indu Shahani as Independent Director of the Company for consecutive period of 4 Years w.e.f. April 1, 2015.
8.	Payment of Remuneration to Dr. Deepak Parikh, Vice Chairman & Managing Director of the Company for Financial year 2015.
9.	Payment of Remuneration to Mr. B. L. Gaggar, Executive Director Finance & Company Secretary of the Company for Financial year 2015.
10.	Approval of Material Related Party Transactions for the Financial year 2014 & 2015.
11.	Ratification of Cost Audit Fees payable to M/s N. I. Mehta & Co., Cost Accountants, for the Financial year 2015.

The Chairman then requested Ms. Ameer Joshi, Assistant Company Secretary to explain the Poll procedure to the shareholders.

Ms. Ameer Joshi explained the shareholders that in line with the provisions of Companies Act, 2013 and listing Agreement, voting by show of hands is no longer permitted at the general meeting where e-voting has been offered to the shareholders. Therefore, at 58th AGM of the Company, voting right is provided by means of E-Voting and Poll.

As per the provisions of Section 108 of the Companies Act, 2013 and the rules made thereunder read with provisions of Listing Agreement, the Company had provided E-Voting facility to its members to exercise their right to vote through Electronic means on all the businesses specified in the Notice. The E-voting was opened for 2 days from April 15, 2015 (9:00 a.m.) to April 16, 2015 (9:00 p.m.). The E-voting facility was disabled thereafter.

For the members who are attending the 58th AGM of the Company and are entitled to vote but have not exercised their right to vote by electronic means, voting by way of Poll is ordered by the Chairman.

She informed the shareholders to raise their hands if they have not got their Poll Papers. She requested them to kindly fill in all the applicable details in the Poll Paper and choose the option Assent / Dissent against the resolutions provided therein. The duly filled in and signed Poll paper to be handed over to the

volunteers standing with the Ballot Boxes. After the shareholders had cast their votes by way of Poll, the Ballot boxes were sealed by the Scrutinizer.

She informed that the Company has appointed Mr. Dhrumil M. Shah, Practising Company Secretary as Scrutinizer to scrutinize the E-voting process and voting by way of Poll.

The results of E-Voting and Poll would be announced by the Company on or before April 27, 2015 to the Stock Exchanges and will also be uploaded on the website of the company www.clariant.in.

Results of E-Voting and Poll:

The results of E-Voting (conducted on April 15, 2015 to April 16, 2015) and the Poll conducted at the 58th Annual General Meeting held on April 24, 2015, was announced on April 25, 2015 and uploaded on the website of the company. The following resolutions, as mentioned in the Notice of 58th Annual General Meeting, were passed by the shareholders with requisite majority.

Ordinary Business:

1) Ordinary Resolution for adoption of Audited Results and Reports thereon

“RESOLVED THAT the Audited Financial Statements comprising of Statement of Profit & Loss Account for the year ended December 31, 2014 and Balance Sheet and Cash Flow Statement as at December 31, 2014 along with Schedules and Notes forming part of the Audited Financial Statements, placed before the meeting, be and are hereby adopted.”

2) Ordinary Resolution for confirmation of payment of Interim Dividend

“RESOLVED THAT an interim dividend of Rs. 39/- (Rupees Thirty Nine) per equity share on 26,660,745 fully paid equity shares of face value of Rs. 10/- each, for the year ended December 31, 2014, declared by the Board of Directors at their meeting held on July 18, 2014 and paid to the members whose names appear in the register of members as on record date of July 25, 2014, be and is hereby approved as Interim Dividend for the year ended December 31, 2014.”

3) Ordinary Resolution for re-appointment of Statutory Auditors

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and any other applicable provisions, rules made thereunder and subject to Articles of Association, M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N / N500016) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting (subject to ratification of such appointment by the Members at every Annual General Meeting) till the conclusion of the 62nd Annual General Meeting of the Company.”

CHAIRMAN'S
INITIALS



Special Business:

- 4) Ordinary Resolution for appointment of Mr. Mario Brocchi as Director, liable to retire by rotation

“RESOLVED THAT 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 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.”

- 5) Ordinary Resolution for appointment of Mr. Bharat V. Patel as Independent Director

“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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 retire by rotation, for a period of 4 years from April 1, 2015.”

- 6) Ordinary Resolution for appointment of Mr. Y. H. Malegam as Independent Director

“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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 4 years with effect from April 1, 2015”

- 7) Ordinary Resolution for appointment of Dr. (Mrs.) Indu Shahani as Independent Director

“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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 4 years with effect from April 1, 2015.”

8) Special Resolution for payment of remuneration to Dr. Deepak Parikh, Vice Chairman & Managing Director for FY 2015

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and in accordance with the Special Resolution passed at the Annual General Meeting held on May 6, 2014; subject to the approval of Central Government, the approval of the members be and is hereby accorded for 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 Rs. 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.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary, to give effect to the aforesaid resolution including but not limited to making application for approval of Central Government for payment of remuneration during the Financial year 2015 which may exceed the overall limits prescribed under Section 197 read with Schedule V of the Act and for waiver of excess remuneration so paid / payable by making representation and or filing of required applications, returns, forms with Ministry of Corporate Affairs (MCA) and with such other authorities, as may be prescribed, in this regard.”

9) Special Resolution for payment of remuneration to Mr. B. L. Gaggar, Executive Director Finance & Company Secretary for FY 2015

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and in accordance with the Special Resolution passed at the Annual General Meeting held on May 6, 2014; subject to the approval of Central Government, the approval of the members be and is hereby accorded for payment of remuneration including commission, benefits, perquisites and any other allowance or commission to Mr. B. L. Gaggar, Executive Director, not exceeding Rs. 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”

CHAIRMAN'S
INITIALS

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary, to give effect to the aforesaid resolution including but not limited to making application for approval of Central Government for payment of remuneration during the Financial year 2015 which may exceed the overall limits prescribed under Section 197 read with Schedule V of the Act and for waiver of excess remuneration so paid / payable by making representation and or filing of required applications, returns, forms with Ministry of Corporate Affairs (MCA) and with such other authorities, as may be prescribed, in this regard.”

10) Special Resolution for approval of Material Related Party Transactions for FY 2014 & FY 2015

“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 Clause 49 of the Listing Agreement (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 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 Rs. 234.74 Crore, which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company of the last Financial year 2013.

RESOLVED FURTHER 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 Clause 49 of the Listing Agreement (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 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.

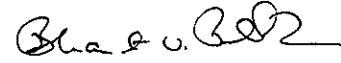
RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolutions.”

11) Ordinary Resolution for ratification of Cost Audit Fees payable to M/s N. I. Mehta & Co., Cost Auditors for the FY 2015

“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. 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 Rs. 1.5 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.”



Mumbai, May 21, 2015

Chairman



CLARIANT CHEMICALS (INDIA) LIMITED

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