

caprihans

INDIA LIMITED

Regd. Office: Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018.

E-mail : cil@caprihansindia.com • Website: www.caprihansindia.com

CIN : L29150MH1946PLC004877 • Phone: 3047 8664/3047 8665

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/Client Id :

DP ID :

I/We, being the member(s) of _____ shares of Caprihans India Limited hereby appoint:

- 1) of having email id or failing him/her,
- 2) of having email id or failing him/her,
- 3) of having email id or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company to be held on FRIDAY, the 30TH SEPTEMBER, 2016 at 11.00 a.m. at SUNVILLE BANQUETS, Royal Hall, 3rd Floor, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

| Item No. | Resolutions | For | Against |
|--|---|-----|---------|
| Ordinary Business – Ordinary Resolution | | | |
| 1 | Adoption of Audited Financial Statements for the year ended on 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon. | | |
| 2 | Declaration of dividend on equity shares. | | |
| 3 | Appointment of Mr. Suresh A. Gandhi as a Director liable to retire by rotation. | | |
| 4 | Ratification of appointment of S R B C & CO LLP, Chartered Accountants as Statutory Auditors to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting. | | |
| Special Business – Ordinary Resolution | | | |
| 5 | Ratification of remuneration payable to Cost Auditor M/s. Dhananjay V. Joshi & Associates, Cost Accountants, for the financial year 2016-17. | | |
| Special Business – Special Resolution | | | |
| 6 | Approval of payment of remuneration to Mr. Robin Banerjee for a period of two years with effect from 29th April 2016 to 28th April, 2018 | | |
| 7 | Authorising the Board of Directors to restructure the terms of repayment of ICD and interest accrued for related party transactions. | | |

Signed this.....day of 2016.

Signature of shareholder.....

Affix
Revenue
Stamp of
Re. 1/-

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or a Member.
- 4.** This is only optional. Please put a '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she wishes.
6. In the case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.