

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy First Annual General Meeting of the Shareholders of **CAPRIHANS INDIA LIMITED** will be held on **Friday, the 22nd SEPTEMBER, 2017 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, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Mohan H. Bhandari (**DIN: 00052777**) who retires by rotation and is eligible for re-appointment.
4. 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 Section 139, 142 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the resolution passed by the Members at the 69th Annual General Meeting of the Company, the appointment of Messrs. S R B C & Co LLP, Chartered Accountants, (ICAI Reg. No: 324982E/E300003) as Statutory Auditors of the Company to hold office till the conclusion of the 74th Annual General Meeting of the Company subject to ratification at each Annual General Meeting and pursuant to the recommendations of the Audit Committee and the Board of Directors, the said appointment of Messrs. S R B C & Co LLP, Chartered Accountants, (ICAI Reg. No: 324982E/E300003) as Statutory Auditors of the Company, be and is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration for the period.”

SPECIAL BUSINESS:

5. 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 Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit & Auditors) Rules 2014 and as per the recommendation of the Audit Committee and approved by the Board of Directors, the remuneration of Rs. 2,25,000/- (Rupees Two lakhs and twenty five thousand) per annum plus applicable taxes and other out of pocket expenses payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No: 000030) appointed as Cost Auditors for the financial year 2017-18 be and is hereby ratified and confirmed.”
“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Narendra S. Lodha (DIN: 00318630) be and is hereby appointed as a Director of the Company liable to retire by rotation”.
“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Narendra S. Lodha (DIN: 00318630), in respect of whom the Company has received a Notice

in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

K. R. VISWANATHAN
COMPANY SECRETARY

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

CIN : L29150MH1946PLC004877

E-mail : cil@caprihansindia.com

Website : www.caprihansindia.com

Dated: 4th August, 2017.

NOTES:

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item Nos. 5 and 6 of the Notice is annexed herewith (Annexure I). The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 3 and person seeking appointment as Director under Item No. 6 of the notice, is annexed herewith (Annexure II).
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (c) Proxies 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.
- (d) 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.
- (e) Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote in their behalf at the Meeting.
- (f) The Register of Members and Share Transfer Books of the Company will be closed from SATURDAY, 16th SEPTEMBER, 2017 to FRIDAY, 22nd SEPTEMBER 2017 (both days inclusive).
- (g) Dividend on shares, if declared at the meeting will be paid to those members, whose names appear on the Company’s Register of Members at the end of business on 15th September, 2017.
- (h) The equity shares of the Company are available for trading in dematerialised form (scrip less trading in electronic form) through Depository Participants. The ISIN code is INE 479A01018.
- (i) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the R & T Agents in respect of their holdings in physical form.
- (j) Members holding shares in demat form may please note that the Company will be mandatorily printing on the dividend warrants, the Members’ bank account details as furnished by their respective DPs. The Company will not entertain any direct request from such Members for deletion of/change in their bank account details. Further, instructions given by Members for shares held in physical mode would not be automatically applicable to dividend paid on shares held in demat form.

- (k) In respect of Members who have given mandate for payment of dividend through Electronic Clearing services (ECS), the dividend will be paid through ECS.
- (l) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/ Depository Participant(s).
- (m) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

Link Intime India Pvt. Ltd.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083

- (n) 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 electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Link Intime India Pvt. Ltd.
- (o) Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
- (p) Voting through electronic means:
 - I. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and in compliance of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer with the facility of “remote e-voting” (e-voting from a place other than venue of the Annual General Meeting) to its Members in respect of the businesses to be transacted at the 71st Annual General Meeting (“AGM”). The Company has engaged the service of the CDSL as the Authorised Agency to provide e-voting facilities.
 - II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The facility for voting through polling paper shall be made available at the annual general meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

Instructions to Members for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

(vi) 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 sequence number which is printed on the Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly to 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Caprihans India Ltd.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Non-individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The e-voting period commences on Tuesday, 19th September, 2017 (09:00 a.m. IST) and ends on Thursday, 21st September, 2017 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 15th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Details for contact for issues relating to e-voting:

M/S. Link Intime India Pvt. Ltd.

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai - 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

(q) Other information:

- i. Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or beneficial holders as on the cut-off date i.e. 15th September, 2017 shall view the Notice of 71st AGM on the Company’s web-site or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
 - ii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. 15th September, 2017.
 - iii. Mr. Mayank Arora of Mayank Arora & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - iv. The Scrutinizers shall make a consolidated Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.caprihansindia.com and on the website of www.evoting.cdsl.com within 2 (two) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company is listed.
- (r) The route map of the venue of the meeting is given in Attendance Slip forming part of Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

ANNEXURE (I) TO THE NOTICE DATED 4TH AUGUST, 2017

Item No. 5

The Board of Directors, at its meeting held on 4th August, 2017 as per the recommendation of the Audit Committee, approved the appointment of M/s. Dhananjay V. Joshi & Associates (Firm Registration No: 000030), as the Cost Auditors of the Company for the Financial year 2017-18 at a fee of Rs. 2,25,000/- (Rupees Two lakhs and twenty five thousand) per annum plus applicable taxes and other out of pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2018. Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 Members of the Company are required to ratify the remuneration to be paid to the Cost auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 5.

The Board recommends the Resolution at Item No. 5 for approval of the Members.

Item No. 6

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 together with the required deposit signifying the intention to propose the appointment of Mr. Narendra S. Lodha as a Director of the Company liable to retire by rotation.

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

The Board of Directors at its Meeting held on 4th August, 2017, after considering the views of Nomination and Remuneration Committee, resolved to place the appointment of Mr. Narendra S. Lodha as a Director of the Company directly for approval of the shareholders at the annual general meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 6.

By Order of the Board of Directors

K. R. VISWANATHAN
COMPANY SECRETARY

Registered Office:
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Dated: 4th August, 2017.

ANNEXURE (II) TO THE NOTICE DATED 4TH AUGUST, 2017

Item No. 3 and 6

Detail of Director/Person seeking re-appointment/appointment respectively at the 71st Annual General Meeting of the Company pursuant to Regulation 36(3) of SEBI Listing Regulations

	Re-appointment as a Director	Appointment as a Director
Name	Mr. Mohan H. Bhandari	Mr. Narendra S. Lodha
DIN	00052777	00318630
Date of Birth	14th November 1959	10th November 1963
Date of appointment	8th August 2014	Not applicable
Qualifications	B.Sc. (Physics), PG Diploma in Management Studies & Packaging Science	Chartered Account and Company Secretary
Expertise in specific functional areas and experience	Mr. Mohan H. Bhandari is the founder of Bilcare Research and spearheads the Company in his position as the Chairman & Managing Director. He has over 30 years of experience in the global pharmaceutical packaging industry. Under his able leadership the Company has grown, both domestic as well overseas, and today stands as market leader in solid dosage pharma packaging with global footprints across Asia, Europe and North America, reaching 1000 customers in 100 countries. He was felicitated with the Life-time Achievement Award in 2007 during the 59th Indian Pharmaceutical Conference. He is a first generation technocrat entrepreneur and holds degree in Physics from the University of Pune and a post-graduate diploma in both Management Studies and Packaging Science.	Mr. Narendra S. Lodha was associated with M/s. Khandelwal Jain & Co. prior to joining Kalpataru group in 1988. Over the years he has lead various functions like Account, Finance, Sales & Marketing and Business Development. He is currently part of leadership team at Kalpataru and is the Director of Sales and Marketing. In last three decades he has played various strategic role in field of finance where he was responsible for raising debt and equity funds for the project. He has played pivotal role in various mergers and acquisition the group undertook in past. He has also overlooked various project level private equity deals which Kalpataru group has executed. In recent years he has been deeply involved with sales and marketing function of the group and has developed a dynamic team and a strong network of channel partners at Kalpataru which focuses on sales of various real estate projects. He is also responsible for the business development function and overseeing various development projects which group undertakes.
Directorships held in other Companies (Excluding Private Companies)	Bilcare Limited Safepack Industries Limited.	Amber Real Estate Limited Dynacraft Machine Company Limited Saicharan Properties Limited
Committee positions held in other companies	Member of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee of Bilcare Limited.	Nil
Number of Equity shares held in the Company	Nil	Nil

Save and except Mr. Mohan H. Bhandari, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

By Order of the Board of Directors

K. R. VISWANATHAN
COMPANY SECRETARY

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Dated: 4th August, 2017.