

Caprihans India Limited

A Bilcare Group Company
Shivsagar Estate Block D
Dr. Annie Besant Road Worli
Mumbai - 400 018 India
Tel (91) 22 3047 8664 / 665
Fax (91) 22 2493 4042
Email : cil@caprihansindia.com
CIN - L29150MH1946PLC004877
www.caprihansindia.com



Date: 30th September, 2016

The Secretary
BSE Limited
Dept of Corporate Services,
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai - 400 001.

Dear Sirs,

Sub: Voting Results of the 70th Annual General Meeting of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the 70th Annual General Meeting of our Company was held on Friday, 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.

In terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matters transacted at the said AGM.

We are also enclosing herewith a copy of "Scrutinizer's Consolidated Report" dated 30th September, 2016. issued by Mrs. Jayshree S. Joshi, Scrutinizer appointed for the said purpose.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Caprihans India Limited

A handwritten signature in black ink, appearing to read "K.R. Viswanathan".

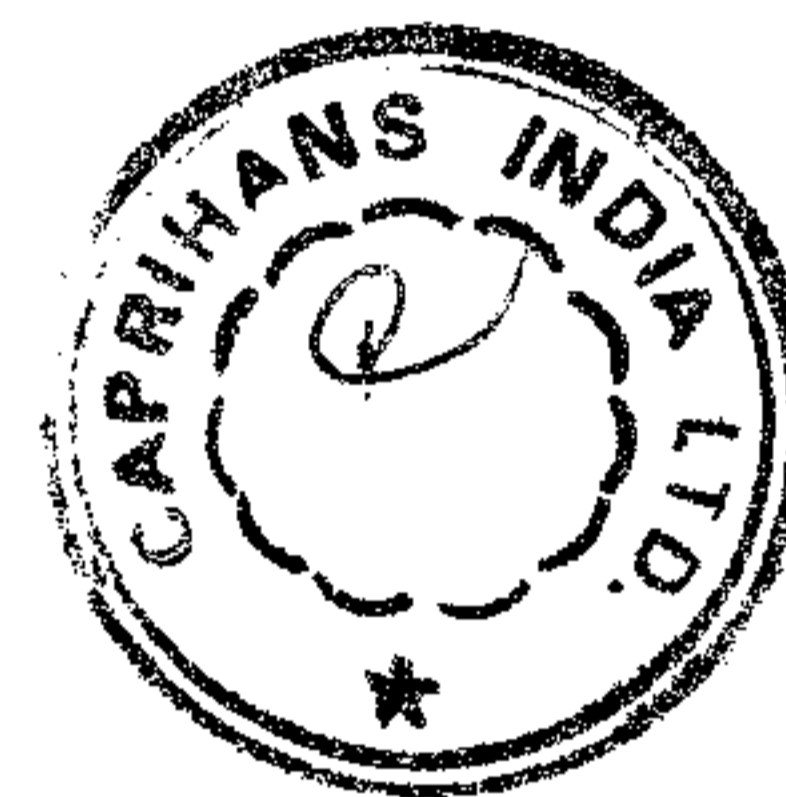
K.R Viswanathan
Company Secretary



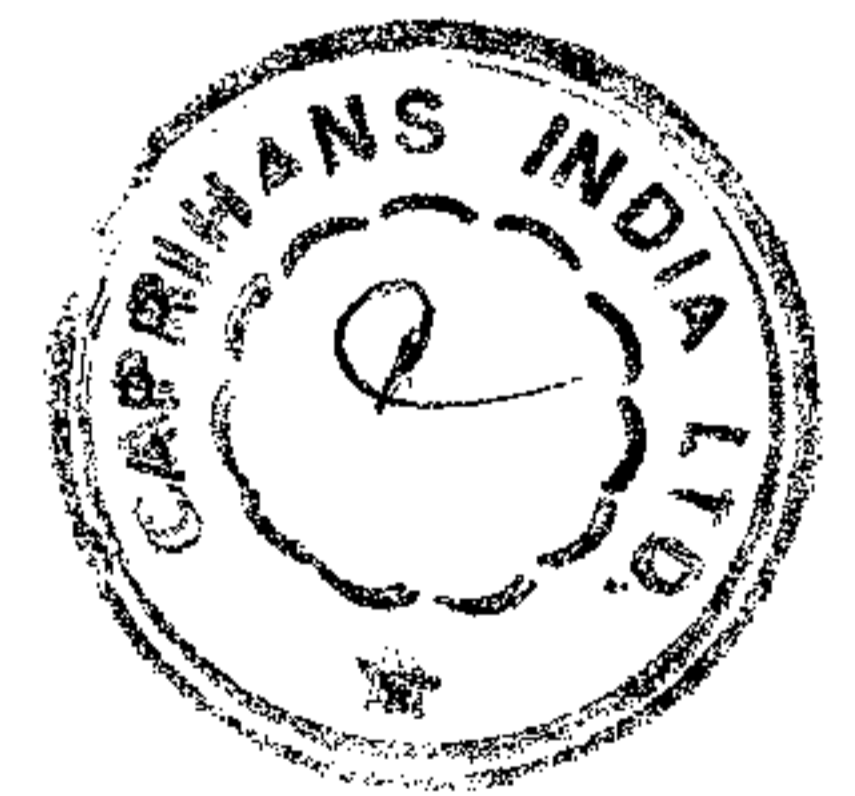
**Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the Annual General Meeting	30 th September
Total number of shareholders on record date	9110 (as on 22 nd September 2016)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	6
Public	46
Total	52
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	-

Mode of voting: E-voting and voting done through ballot paper at the AGM

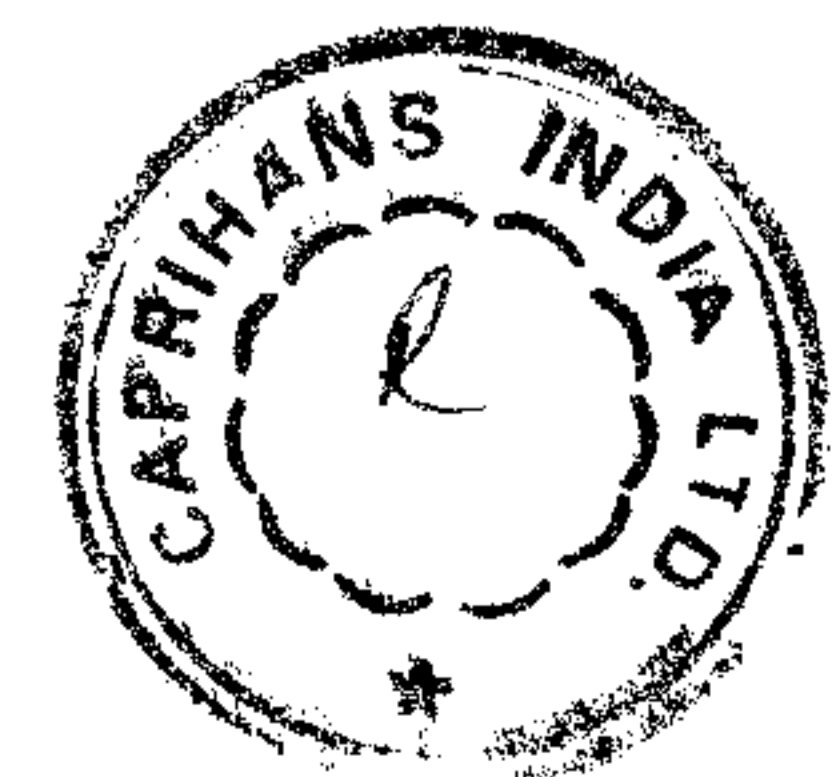


Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements for the year ended on 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9446753	545362	5.7730	545362	0	100.0000	0.0000
	Poll		8901391	94.2270	8901391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9446753	100.0000	9446753	0	100.0000	0.0000
Public Institutions	E-Voting	488836	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3198382	2779	0.0869	2779	0	100.0000	0.0000
	Poll		15879	0.4965	15879	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18658	0.5834	18658	0	100.0000	0.0000
Total		13133971	9465411	72.0682	9465411	0	100.0000	0.0000

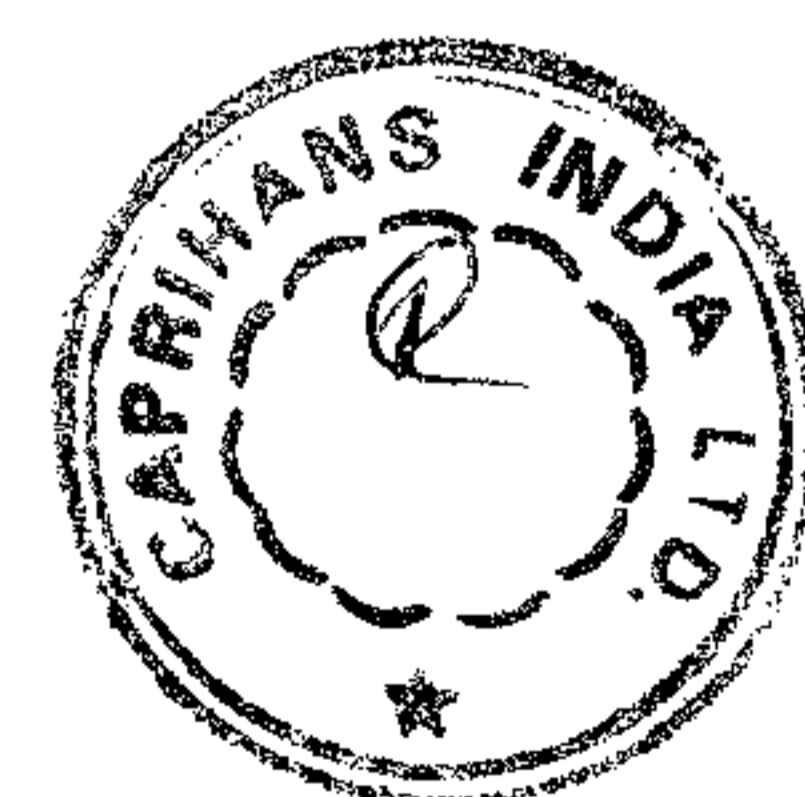


Resolution Required : (Ordinary)		2 - Declaration of dividend on equity shares.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9446753	545362	5.7730	545362	0	100.0000	0.0000
	Poll		8901391	94.2270	8901391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9446753	100.0000	9446753	0	100.0000	0.0000
Public Institutions	E-Voting	488836	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3198382	2779	0.0869	2779	0	100.0000	0.0000
	Poll		15879	0.4965	15879	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18658	0.5834	18658	0	100.0000	0.0000
Total		13133971	9465411	72.0682	9465411	0	100.0000	0.0000

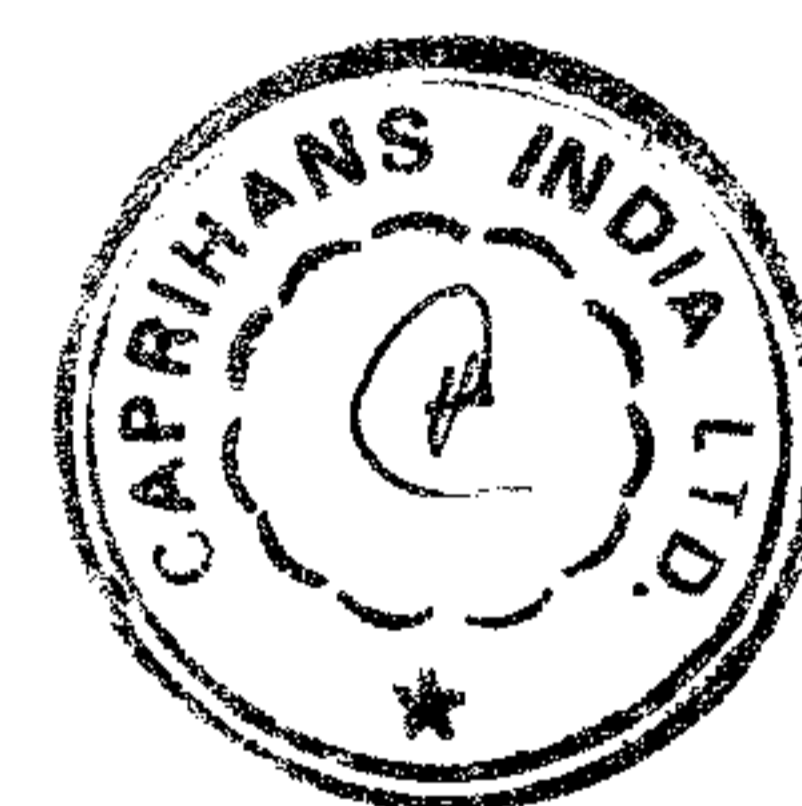
Resolution Required : (Ordinary)		3 - Appointment of Mr. Suresh A. Gandhi as a Director liable to retire by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Remarks		The Chairman informed the members at the Meeting that the Company has received on 30th September 2016, resignation letter from Mr. Suresh A. Gandhi as a Director of the Company dated 29th September 2016. The said letter was received before the commencement of the Annual General Meeting and hence the item relating to appointment of Mr. Suresh A. Gandhi as a Director liable to retire by rotation has not to be taken up for discussion and voting at the meeting as the item of business has become infructuous. Hence the results of the voting done by the shareholders, if any, through e-voting and through poll is not considered and taken on record						



Resolution Required : (Ordinary)		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9446753	545362	5.7730	545362	0	100.0000	0.0000
	Poll		8901391	94.2270	8901391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9446753	100.0000	9446753	0	100.0000	0.0000
Public Institutions	E-Voting	488836	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3198382	2779	0.0869	2369	410	85.2465	14.7535
	Poll		15879	0.4965	15879	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18658	0.5834	18248	410	97.8026	2.1974
Total		13133971	9465411	72.0682	9465001	410	99.9957	0.0043



Resolution Required : (Ordinary)		5 - Ratification of remuneration payable to Cost Auditor M/s. Dhananjay V. Joshi & Associates, Cost Accountants, for the financial year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9446753	545362	5.7730	545362	0	100.0000	0.0000
	Poll		8901391	94.2270	8901391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9446753	100.0000	9446753	0	100.0000	0.0000
Public Institutions	E-Voting	488836	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3198382	2779	0.0869	2569	210	92.4433	7.5567
	Poll		15879	0.4965	15879	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18658	0.5834	18448	210	98.8745	1.1255
Total		13133971	9465411	72.0682	9465201	210	99.9978	0.0022



Caprihans India Limited

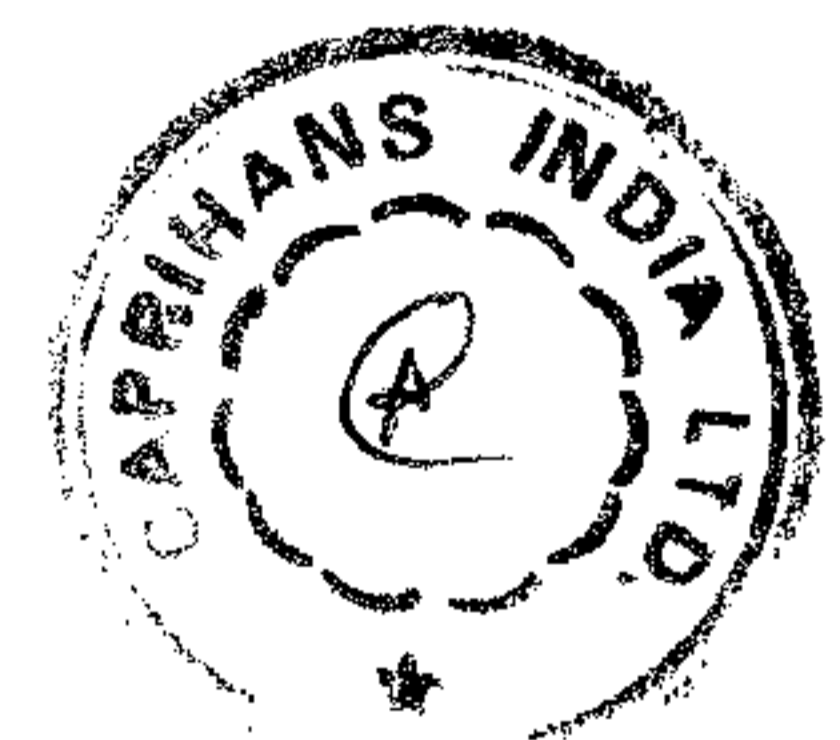
Resolution Required : (Special)

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.

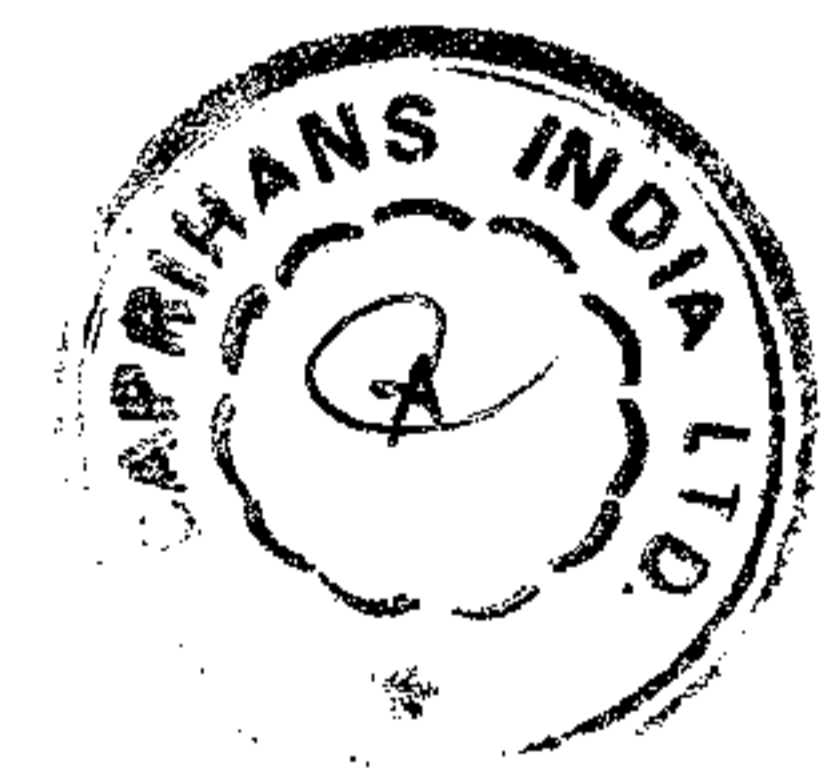
Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	o. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	9446753	545362	5.7730	540112	5250	99.0373	0.9627
	Poll		8901391	94.2270	8901391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9446753	100.0000	9441503	5250	99.9444	0.0556
Public Institutions	E-Voting	488836	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3198382	2779	0.0869	2569	210	92.4433	7.5567
	Poll		15879	0.4965	15879	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18658	0.5834	18448	210	98.8745	1.1255
Total		13133971	9465411	72.0682	9459951	5460	99.9423	0.0577



Resolution Required : (Special)		7 - Authorising the Board of Directors to restructure the terms of repayment of ICD and interest accrued for related party transactions.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	9446753	545362	5.7730	0	545362	0.0000	100.0000
	Poll		2203066	23.3209	0	2203066	0.0000	100.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2748428	29.0939	0	2748428	0.0000	100.0000
Public Institutions	E-Voting	488836	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3198382	2779	0.0869	2569	210	92.4433	7.5567
	Poll		15879	0.4965	15639	240	98.4886	1.5114
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18658	0.5834	18208	450	97.5882	2.4118
Total		13133971	2767086	21.0682	18208	2748878	0.6580	99.3420



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 30.09.2016

**SCRUTINIZER'S CONSOLIDATED REPORT
(E-VOTING PROCESS & POLL PROCESS)**

**{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 70th Annual General Meeting of the Members of **Caprihans India Limited** (the Company) held on Friday, 30th day of 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.

Dear Sir,

1. I, Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Caprihans India Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 70th Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 30th day of September, 2016.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 70th AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 70th AGM, based on the reports generated from the e-Voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 70th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Tuesday, 27th September, 2016 (9.00 a.m) to Thursday, 29th September, 2016 (5.00 p.m)
 - ii. The Members of the Company as on the "cut-off" date i.e. 23rd September, 2016 were entitled to vote on the Resolutions (items No. 1 to 7 as set out in the Notice of the 70th AGM of the Company).

Page 1 of 2

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

- iii. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- iv. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 1.05 p.m. i.e. after the Conclusion of 70th Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of CDSL i.e. www.evotingindia.co.in
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Note: The Chairman declared at the Meeting that the Company had received a resignation Letter from Mr. Suresh A. Gandhi (DIN: 00128495). Therefore, he stated that the Agenda item No. 3 become infructuous.

The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Encl.: As Above

Countersigned:
For Caprihans India Limited

[Signature]

Managing Director



Annexure

Caprihans India Limited
70th AGM (30.09.2016)

Resolution No.:1 -To consider and adopt the Audited Financial Statements for the year ended on 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon. [Ordinary Resolution]

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
49	0	0	13	0	0

Total Vote Cast:	9465411	Total Valid Votes:	9465411	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
548141	100	0	0	8917270	100	0	0	9465411	100	0	0
Invalid Votes:		0		Invalid Votes:				Invalid Votes:		0	

Result: Resolution passed unanimously.

Annexure

Caprihans India Limited
70th AGM (30.09.2016)

Resolution No.:2 -To declare a dividend on equity shares. [Ordinary Resolution]

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
49	0	0	13	0	0

Total Vote Cast:	9465411	Total Valid Votes:	9465411	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
548141	100	0	0	8917270	100	0	0	9465411	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed unanimously.



Annexure

Caprihans India Limited
70th AGM (30.09.2016)

***Resolution No.:3 -To appoint a Director in place of Mr. Suresh A. Gandhi (DIN: 00128495) who retires by rotation and is eligible for re-appointment. [Ordinary Resolution]**

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
47	2	0	10	0	3

Total Vote Cast:	2766982	Total Valid Votes:	2766982	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
547731	99.925202	410	0.0747983	2218841	100	0	0	2766572	99.9851824	410	0.014817588
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed with majority. Please refer Note below.

***Note: The Chairman declared at the Meeting that the Company had received resignation Letter from Mr. Suresh A. Gandhi (DIN: 00128495). Therefore, he stated that the Agenda item No. 3 became infructuous.**

Annexure

Caprihans India Limited
70th AGM (30.09.2016)

Resolution No.:4 -To ratify the appointment of S R B C and CO LLP, Chartered Accountants (ICAI Reg. No. 324982E/E300003) as Statutory Auditors to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting.[Ordinary Resolution]

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
47	2	0	13	0	0

Total Vote Cast:	9465411	Total Valid Votes:	9465411	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
547731	99.9252017	410	0.07479827	8917270	100	0	0	9465001	99.9956684	410	0.00433156
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed with majority

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Annexure

Caprihans India Limited
70th AGM (30.09.2016)

**Resolution No.:5 -To ratify & confirm the remuneration payable to M/s. Dhananjay V. Joshi & Associates,
Cost Accountants, (FRN 000030) for the financial year 2016-17. [Ordinary Resolution]**

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
48	1	0	13	0	0

Total Vote Cast:	9465411	Total Valid Votes:	9465411	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
547931	99.9616887	210	0.03831131	8917270	100	0	0	9465201	99.9977814	210	0.0022186
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed with majority.



Annexure

Caprihans India Limited
70th AGM (30.09.2016)

Resolution No.:6 -To approve payment of remuneration to Mr. Robin Banerjee, Managing Director for a period of two years with effect from 29th April 2016 to 28th April, 2018. [Special Resolution]

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
47	2	0	13	0	0

Total Vote Cast:	9465411	Total Valid Votes:	9465411	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
542681	99.00390593	5460	0.99609407	8917270	100	0	0	9459951	99.9423163	5460	0.05768371
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed with requisite majority



Annexure

Caprihans India Limited
70th AGM (30.09.2016)

Resolution No.:7 -To authorise the Board of Directors to restructure the terms of repayment schedule of ICD and interest accrued thereon for related party transactions. [Special Resolution]

No. of Members voted					
Evoting			Poll		
Assent	Dissent	Abstained	Assent	Dissent	Abstained
41	8	0	6	6	1

Total Vote Cast:	2767086	Total Valid Votes:	2767086	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
2569	0.46867503	545572	99.531325	15639	0.704794396	2203306	99.2952056	18208	0.65802075	2748878	99.3419793
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution failed

