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E-mail: cil@caprihansindia.com • Website: www.caprihansindia.com
CIN: L29150MH1946PLC004877 • Phone: 91 22 2497 8660/61

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Sixth (76th) Annual General Meeting of the Shareholders of CAPRIHANS INDIA LIMITED will be held on **Wednesday, the AUGUST 10, 2022 at 11:00 a.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, 17/2020, 20/2020 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 respectively, to transact following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Appointment of Mr. Chandrashekhar Joglekar (DIN: 07265143) as a Director liable to retire by rotation.

To appoint a Director in place of Mr. Chandrashekhar Joglekar (DIN: 07265143), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Chandrashekhar Joglekar (DIN: 07265143), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. Appointment of Mr. Tanuj Kumar Lodha (DIN: 06874388) as a Non-Executive, Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Tanuj Kumar Lodha (DIN: 06874388), who was appointed as an Additional Director of the Company with effect from May 03, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Tanuj Kumar Lodha (DIN: 06874388), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years effective from May 03, 2022, up to May 02, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Tanuj Kumar Lodha shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) 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.”

4. **Ratification of remuneration of Cost Auditors**

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. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum plus applicable taxes and other out of pocket expenses payable to M/s Dhananjay V Joshi & Associates (Firm Registration No: 000030) appointed as Cost Auditors for the financial year 2022-2023 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.”

5. **Reappointment of Mr. Robin Banerjee (DIN 00008893) as Managing Director and payment of remuneration**

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

“**RESOLVED** that pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr. Robin Banerjee (DIN 00008893) as Managing Director of the Company for a period of one (1) year effective from 29th April, 2022 to 28th April, 2023 and payment of remuneration to him for the said period upon and subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to vary the said terms and conditions and/or remuneration payable to Mr. Robin Banerjee in such manner as the Board of Directors considers appropriate, provided, however, the terms of such appointment and/or remuneration are subject to the conditions set out in Schedule V to the Act, or any amendments thereto.

RESOLVED FURTHER that consent of the Company be and is hereby accorded for payment of performance incentives to the Managing Director subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be considered desirable or expedient to give effect to this Resolution.”

By Order of the Board of Directors

PRITAM PAUL
CFO & 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: July 15, 2022.

NOTES:

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No 3, 4 and 5 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 appointment/re-appointment as Director under Item No. 2 and 3, of the Notice, is annexed herewith.
- (b) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 20/2021 dated December 08, 2021 and Circular No. 3/2022 dated May 05, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
- (c) Pursuant to the provisions of the Act, A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (d) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (f) The Register of Members and Share Transfer Books of the Company will be closed from Thursday, August 04, 2022 to Wednesday, August 10, 2022 (both days inclusive).
- (g) 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.
- (h) 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.
- (i) Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
- (j) Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
- (k) 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- (l) Securities of listed companies would be transferred in dematerialised form only, from a cut-off date, to be notified by SEBI. In view of the same members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company’s RTA for assistance in this regard.
- (m) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto (‘IEPF Rules’), the amount of

dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. The Company had, accordingly, transferred Rs. 2,12,583/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2013-14 on November 17, 2021 to the IEPF. Members who have not encashed their dividend pertaining to Financial Year 2014-15 onwards are advised to write to the Company immediately.

- (n) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority. The Company had transferred 8606 equity shares of Rs. 10/- each to the IEPF Authority on which the dividends remained unpaid or unclaimed for seven consecutive years on December 03, 2021 after following the prescribed procedure. Further, all the Shareholders who have not claimed / encashed their dividends in the last seven consecutive years i.e. Dividend for Financial Year 2014-15 onwards are requested to contact the Company Secretary of the Company or RTA to encash the unclaimed dividend. In this regard, the Company has individually informed the Shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the website of the Company viz. www.caprihansindia.com. The shareholders whose dividend / shares has been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.
- (o) In terms of the MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for Financial Year 2021-22 in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/ Link Intime India Private Limited. The Company shall send the physical copy of the Annual Report for Financial Year 2021-22 only to those Member who specifically request for the same at pritam.paul@caprihansindia.com. The Notice calling the AGM has been uploaded on the website of the Company at www.caprihansindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- (p) 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

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.

- (q) Voting through electronic means:
- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended time to time, read together with MCA circulars and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 - II. Members are provided with the facility for e-Voting at AGM during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM through electronic means.

Instructions to Members for e-voting are as under:

The remote e-voting period begins on **Sunday, August 07, 2022 at 09:00 A.M.** and ends on **Thursday, August 09, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 03, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, being August 03, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store ▶ Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easy/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easy/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<u>Login type</u>	<u>Helpdesk details</u>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<u>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</u>	<u>Your User ID is:</u>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID ForexampleifyourBeneficiaryIDis12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mayankarora.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Veena Suvarna at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to mayur.dave@caprihansindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to mayur.dave@caprihansindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the Meeting may register themselves **as speaker** may send their request on or before August 06, 2022, mentioning their name demat account number/folio number, email id, mobile number at mayur.dave@caprihansindia.com.
6. Shareholders who would like to express their views/have questions may **send their questions in advance** mentioning their name demat account number/folio number, email id, mobile number at mayur.dave@caprihansindia.com. The same will be replied by the company suitably.
7. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of AGM.

(r) 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. August 03, 2022 shall view the Notice of 76th AGM on the Company’s web-site or on the website of NSDL. 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. August 03, 2022.
- iii. Mr. Mayank Arora, proprietor 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/ Managing Director 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.nsdl.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.

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

ANNEXURE (I) TO THE NOTICE DATED JULY 15, 2022

ITEM NO. 3

Appointment of Mr. Tanuj Kumar Lodha (DIN: 06874388) as a Non-Executive, Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on April 27, 2022, appointed Mr. Tanuj Kumar Lodha as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from May 03, 2022, up to May 02, 2027 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Tanuj Kumar Lodha shall hold office as Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Tanuj Kumar Lodha are provided as Annexure to this Notice. Mr. Tanuj Kumar Lodha has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Tanuj Kumar Lodha is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management. In terms of Regulation 25(8) of Listing Regulations, Mr. Tanuj Kumar Lodha has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Tanuj Kumar Lodha on the Board of the Company and accordingly the Board recommends the appointment of Mr. Tanuj Kumar Lodha as an Independent Director as proposed in the Resolution no. 3 for approval by the Members as a Special Resolution.

Except for Mr. Tanuj Kumar Lodha and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company at <https://caprihansindia.com/investor-relations/corporate-policies/> and is available for inspection.

ITEM NO. 4

Ratification of remuneration of Cost Auditors

The Board of Directors, as per the recommendation of the Audit Committee on July 15, 2022, has 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 2022-23 at a fee of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) 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 March 31, 2022. 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 4 of the notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending March 31, 2022.

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 4.

The Board recommends the Resolution at Item No 4 for approval of the Members.

ITEM NO. 5

Reappointment of Mr. Robin Banerjee (DIN 00008893) as Managing Director and payment of remuneration

The term of Robin Banerjee as Managing Director for a period of 1 years expired on April 28, 2022. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on April 27, 2021 has approved the reappointment of Robin Banerjee as Managing Directors for a further period of one year w.e.f. April 29, 2022 and fixed his remuneration during this period pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, and subject to the conditions as set out herein below:

- (A) 1. Remuneration : Salary, allowances and incentive as recommended and approved by the Board.
 2. Perquisites : In addition to the above Mr. Robin Banerjee shall be entitled to perquisites which shall include reimbursement of Medical Expenses, Telephone expenses at residence, Chauffeurs salary, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance and group mediclaim Insurance.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 1,35,00,000/- (Rupees One Crore thirty-five lacs only) per annum.

Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave for the period from April 29, 2022 to April 28, 2022, shall not be included in the computation of the ceiling on remuneration as mentioned above.

The above remuneration is in compliance with the existing limits prescribed in Schedule V of Companies Act, 2013 and is on par with the last remuneration of the Managing Director approved by the Members at the Annual General Meeting of the Company held on September 20, 2018.

‘Family’ mentioned above means the spouse, dependent parents and dependent children.

The perquisite value for above reimbursements shall be determined in accordance the Income Tax Rules in force.

The terms and conditions of the remuneration may be altered from time to time by the Board as it may, in its absolute discretion, deem fit, within the limits specified by Schedule V to the Act or any amendments thereto.

So long as Mr. Robin Banerjee functions as Managing Director he shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The information required in terms of Section II of Part II of Schedule V of Companies Act, 2013 are as under:

I. General Information:

- 1) **Nature of Industry:** The Company is engaged in the business of manufacture of Rigid and Flexible PVC film by Calendering process and Plastic Extruded products. It has manufacturing facilities at Thane and Nasik and Branch offices in 7 cities.
- 2) **Commencement of Commercial Production:** The Company started commercial production in the year 1957.
- 3) **Financial Performance for the last five years are as under.**

Year Ended	Turnover Rs. in lakhs	Profit after tax Rs. in lakhs	FOB value of exports Rs. in lakhs	Earning Per Share in Rs.
March 31, 2018	25283	414	3818	3.15
March 31, 2019	26658	366	4003	2.79
March 31, 2020	28688	906	3815	7.00
March 31, 2021	29351	2042	1683	15.40
March 31, 2022	38671	1689	2985	12.79

- 4) Foreign Investment or Collaborations: None

II. Information about the appointee

- 1) **Background Details:** Mr. Robin Banerjee is a qualified Chartered Accountant, Cost Accountant and Company Secretary. He became a Director of the Company on March 28, 2013 and Managing Director effective from April 29, 2013. He has over 40 years of professional experience in the Corporate Management, including strategic planning, mergers & acquisitions, corporate finance and strategic business development.
- 2) **Past Remuneration:** Rs. 1,20,00,000/- (Rupees One Crore twenty lacs only) per annum including perquisites but excluding Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity, Encashment of Leave and Performance Linked Incentives, as approved by the Members at the 72nd Annual General Meeting, held on September 20, 2018.
- 3) **Recognition and Awards:** Nominated for best CFO Award by 'Business Today' magazine in 2005-06.
- 4) **Job Profile and its suitability:** As mentioned under Background details.
- 5) **Remuneration Proposed:** As mentioned in remuneration details of Item No. 5.
- 6) The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company.
- 7) **Pecuniary Relationship:** Mr. Robin Banerjee does not hold any equity shares of the Company. He does not have any other pecuniary relationship directly or indirectly with the Company. He does not have any relationship with the managerial personnel of the Company.

III. Other Information:

The Company is consistent in making profits. Considering the long term interest, the Company is re-engineering its organisation to reduce the cost and improve customer services. The Company introduced additional control systems and procedures. The Company has computerised several areas of operations. Due to various measures taken above, the Company has been successful in increasing the market share in Rigid Films and realisation of better prices. The export efforts have also started yielding good results.

- (B) Pursuant to the recommendation of the Nomination and Remuneration Committee at its Meeting held on April 27, 2022, the Board of Directors at its Meeting held on April 27, 2022 has approved performance incentives to be paid to the Managing Director based on the EBITDA and other parameters targets of the Company as approved by the Board subject to maximum of Rs. 25,00,000 on achievements of targets and a further maximum of Rs. 25,00,000 on exceeding the targets.

Except Mr. Robin Banerjee, none of the Directors, Key Managerial Personnel of the Company and their relatives, Managing Director are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No 5.

The Board recommends this Special Resolution at Item no. 5 for approval of the Members.

By Order of the Board of Directors

PRITAM PAUL
CFO & 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: July 15, 2022.

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment / Re-appointment at the forth coming 76th Annual General Meeting

Name of the Director	Mr. Chandrashekhar Joglekar	Mr. Tanuj Lodha	Mr. Robin Banerjee
DIN	07265143	06874388	00008893
Date of Birth & Age	February 03, 1967	November 04, 1979	August 20, 1955
Date of first appointment	September 20, 2019	May 03, 2022	March 28, 2013
Qualifications	Chartered Account	Advocate	M.Com, ACA, AICWA, ACS
Expertise in specific functional areas and experience	<p>Shri Chandrashekhar Gopal Joglekar is the Director (Finance) and Chief Financial Officer with Kalpataru Limited (“the Company”) and has been associated with the Company since 23rd September 2004. He is a Chartered Accountant and a Certified Information Systems Auditor from Information Systems Audit and Control Association, USA. He is responsible for the Finance & Account portfolio of the Company. His initiatives at budgeting and cost reduction have created good discipline in the Company. He has been responsible for handling entire debt portfolio of Real Estate Arm of Kalpataru Group.</p> <p>Prior to joining the Company, he had been associated with Fem Care Pharma Limited, Mumbai. He has rich experience of working in Real Estate industry for over 24 years and overall experience of around three decades.</p>	<p>Mr. Tanuj Lodha aged 42, is an Advocate by profession and is a Senior Partner at Lodha & Lodha Advocates. Mr. Lodha is a Bachelor of Law (LLB), Chartered Accountant, MBA finance & marketing from the Indian School of Business. Mr. Lodha specializes in commercial laws including Arbitration, IBC, Real Estate & Company Laws. Mr. Lodha has represented several Corporates and other Persons in important matters and has appeared in several reported judgements. Mr. Lodha is an avid Golfer and actively participates in charitable causes.</p>	<p>Mr. Robin Banerjee is a qualified Chartered Accountant, Cost Accountant and Company Secretary. He became a Director of the Company on March 28, 2013 and Managing Director effective from April 29, 2013. He has over 40 years of professional experience in the Corporate Management, including strategic planning, mergers & acquisitions, corporate finance and strategic business development.</p>
Directorships held in other companies (Excluding Private Companies)	None	None	VIP Clothing Limited Rossari Biotech Limited IMICL Dighi Maritime Limited

Name of the Director	Mr. Chandrashekhar Joglekar	Mr. Tanuj Lodha	Mr. Robin Banerjee
Committee positions held in other companies	None	None	Audit Committee
			VIP Clothing Limited Rossari Biotech Limited IMICL Dighi Maritime Limited
			Nomination and Remuneration Committee
			VIP Clothing Limited Rossari Biotech Limited IMICL Dighi Maritime Limited
			Stakeholders Relationship Committee
			VIP Clothing Limited
			Risk Management Committee
Rossari Biotech Limited			
Number of Equity shares held in the Company	Nil	Nil	Nil

By Order of the Board of Directors

PRITAM PAUL
CFO & 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: July 15, 2022.