

Caprihans India Limited

Shivsagar Estate Block D
Dr. Annie Besant Road Worli
Mumbai - 400 018 India
Tel (91) 22 2497 8660 / 661 (B)
Email : cil@caprihansindia.com
GSTIN - 27AAACC1646F1Z0
CIN - L29150MH1946PLC004877
www.caprihansindia.com



2nd September 2021

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

Dear Sir,

Sub: Notice of 75th Annual General Meeting ("AGM") of the Company
Ref: Scrip Code No - 509486

Please find enclosed Notice of 75th AGM of the Company scheduled to be held on Tuesday, September 28, 2021 at 11.00 a.m. through video conferencing (VC) / other audio visual means (OAVM)

This is for your kind information and records.

Thanking you

Yours faithfully

For CAPRIHANS INDIA LIMITED

A handwritten signature in blue ink, appearing to read "Pritam Paul".

Pritam Paul
Company Secretary

Encl: as above

Regd. Office: Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018, Maharashtra.
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 Fifth Annual General Meeting of the Shareholders of CAPRIHANS INDIA LIMITED will be held on Tuesday, the 28th SEPTEMBER, 2021 at 11:00 a.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Narendra S. Lodha (**DIN: 00318630**), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. **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 2021-2022 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.”

4. **Reappointment of Mr. Robin Banerjee (DIN 00008893) as the Managing Director and payment of remuneration to him for the said period**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as 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 the Managing Director of the Company for a period of one year starting from 29th April, 2021 till 28th April, 2022 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
Company Secretary
Membership No. FCS 5861

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: 6th August, 2021.

NOTES:

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No 3 and 4 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. 2, of the Notice, is annexed herewith (Annexure II).
- (b) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting 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 Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 Wednesday, 22nd SEPTEMBER, 2021 to Tuesday, 28th SEPTEMBER 2021 (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. 2,00,004/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2012-13 on November 10, 2020 to the IEPF. Members who have not encashed their dividend pertaining to Financial Year 2013-14 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 5,457 equity shares of Rs. 10/- each to the IEPF Authority on which the dividends remained unpaid or unclaimed for seven consecutive years on

November 10, 2020 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 2013-14 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) Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI LODR Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2020-21 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form). As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report 2020-21 will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant.
- (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) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, 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.nsd.com.
- (r) Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.
- (s) 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 **Saturday, September 25, 2021 at 09:00 A.M.** and ends on **Monday, September 27, 2021 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 For example if your Beneficiary ID is 12***** 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 117509 then user ID is 117509001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company for which you wish to cast your vote. Caprihans EVEN is 117509
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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.: 1800-222-990 or send a request to (Name of NSDL Official) 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 ashish.roongta@caprihansindia.com. 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 ashish.roongta@caprihansindia.com
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 a speaker** may send their request on or before September 10, 2021, mentioning their name, demat account number/folio number, email id, mobile number at ashish.roongta@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 (Company email id). 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 the AGM.

(t) 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. 21st September, 2021 shall view the Notice of 75th 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. 21st September, 2021.
- 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/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 6th AUGUST, 2021

Item No. 3

The Board of Directors, at its meeting held on 6th August, 2021 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 2021-22 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 31st March, 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 3 of the notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31st March, 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 3.

The Board recommends the Resolution at item No 3 for approval of the Members.

Item No. 4

The term of Robin Banerjee as Managing Director for a period of 3 years expired on 28th April 2021. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26th April 2021 had approved the reappointment of Robin Banerjee as Managing Directors for a further period of one year w.e.f. 29th April 2021 until 28th April 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 and allowances 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. 1,20,00,000/- (Rupees One Crore twenty lacs only) per annum.

Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave for the period from 29/04/2021 to 28/04/2022, shall not be included in the computation of the ceiling on remuneration as mentioned above.

3. Performance : Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 26th April 2021, the Board of Directors at its meeting held on 26th April 2021 had approved Performance linked 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 aggregating to a maximum of Rs. 50,00,000 p.a.

The above remuneration is in compliance with the provisions of Companies Act, 2013 and is at par with the last remuneration of the Managing Director approved by the Members at the Annual General Meeting of the Company held on 20th September 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.

So long as Mr. Robin Banerjee functions as the 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.
31.03.17	25106	965	3327	7.35
31.03.18	25283	414	3818	3.15
31.03.19	26658	366	4003	2.79
31.03.20	28688	906	3815	7.00
31.03.21	29128	2042	1683	15.40

- 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 28th March, 2013 and Managing Director effective from 29th April 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 20th September 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. 4.
- 6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** No such information is available at public domain.
- 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 or 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.

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 4.

The Board recommends this Special Resolution for your approval.

By Order of the Board of Directors

PRITAM PAUL
Company Secretary
Membership No. FCS 5861

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: 6th August, 2021.

ANNEXURE (II) TO THE NOTICE DATED 6TH AUGUST, 2021

Details of Directors seeking re-appointment at the forth coming Annual General Meeting

Name	Mr. Narendra S. Lodha
DIN	00318630
Date of Birth	10th November 1963
Date of first appointment	22nd September 2017
Qualifications	Chartered Account and Company Secretary
Expertise in specific functional areas and Experience	<p>Mr. Narendra 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.</p> <p>In last three decades Mr. Narendra Lodha 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 had executed. In recent years he has been deeply involved with sales and marketing function of the group and is also responsible for the business development function and overseeing various development projects which group undertakes.</p>
Directorships held in other Companies (Excluding Private Companies)	<p>AMBER REAL ESTATE LIMITED</p> <p>SAICHARAN PROPERTIES LIMITED</p> <p>DYNACRAFT MACHINE COMPANY LIMITED</p>
Committee positions held in other companies	None
Number of Equity shares held in the Company	Nil

By Order of the Board of Directors

PRITAM PAUL
Company Secretary
Membership No. FCS 5861

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